

JULY 11<sup>TH</sup>, 2018



# BEAVER FIRST NATION

## GOVERNANCE POLICIES AND PROCEDURES

BEAVER FIRST NATION  
BOX 270 HIGH LEVEL, ALBERTA T0H 1Z0  
780-927-3544

## Table of Contents

<b>Section 1: Definitions</b> .....	3
<b>Section 2: Introduction</b> .....	6
<b>Section 3: Nation Overview</b> .....	8
<b>Background</b> .....	8
<b>Values</b> .....	8
<b>Goals and Priorities</b> .....	8
<b>Section 4: Council</b> .....	9
<b>Purpose</b> .....	9
<b>Chief</b> .....	9
<b>Council</b> .....	10
<b>Validity of Council Action</b> .....	12
<b>Automatic Termination of Council Members</b> .....	12
<b>Behavior Leading to Impeachment of Council Members</b> .....	Error! Bookmark not defined.
<b>Application to Impeach a Member of Council</b> .....	Error! Bookmark not defined.
<b>Election/By-Election</b> .....	13
<b>Transition of Council</b> .....	13
<b>Meetings of Council</b> .....	13
<b>Council Honorariums and Expenses</b> .....	15
<b>Section 5: Nation Records</b> .....	16
<b>Records of Elected Officials</b> .....	16
<b>Nation Services, Programs and Activities Records</b> .....	16
<b>Section 6: Committees and Task Forces</b> .....	17
<b>Delegation of Power</b> .....	17
<b>Special Committees and Task Forces</b> .....	17
<b>Standing Committees</b> .....	18
<b>Terms of Reference</b> .....	18
<b>Committee Rules and Decisions</b> .....	19
<b>Committee Honorarium</b> .....	19
<b>Applicable Policies</b> .....	19
<b>Section 7: Nation Administration</b> .....	20

<b>Policies and Procedures .....</b>	<b>20</b>
<b>Issuing Policies &amp; Procedures .....</b>	<b>20</b>
<b>Review and Revision of Policies and Procedures.....</b>	<b>20</b>
<b>Developing Forms.....</b>	<b>20</b>
<b>Governance Policies and Procedures Amendments.....</b>	<b>21</b>
<b>Detailed Roles of Council .....</b>	<b>21</b>
<b>APPENDIX 1: CODE OF CONDUCT .....</b>	<b>22</b>
<b>APPENDIX 2: CONFIDENTIALITY AND ACCESS TO INFORMATION POLICY .....</b>	<b>25</b>
<b>APPENDIX 3: CONFLICT OF INTEREST .....</b>	<b>27</b>
<b>APPENDIX 4: RULES OF ORDER.....</b>	<b>30</b>

## **Section 1: Definitions**

**“Abstain”** means to refrain from voting, either for or against a motion;

**“Agency”** means any board, tribunal, commission, committee of the Nation including a society or a non-profit corporation, but it does not include a corporation or any type of business structure that is operated for the purpose of making a profit, even if controlled by the Nation;

**“By-Election”** means a special Election to fill a position on Council that becomes vacant;

**“Child”** means biological, adopted or step child;

**“Confidential Information”** means, but is not limited to, any information, data, technology, material or other property, of any kind and in whatever form, that is confidential or proprietary to the Nation or its Agencies, including, without limitation, any information relating to security matters, safety incidents and government relations, and any information discussed in an “in camera” session of a Council meeting; but does not include information which is or becomes generally available to the public or is required by regulation or law includes anything pertaining to any of the following: Personal Confidential Information, Business Information, Information Not for Public Consumption, and Employee Personal Information, as such are defined in the Confidentiality and Access to Information Policy and any such other information as outlined in the Confidentiality and Access to Information Policy;

**“Community”** means the collective of individuals who are resident on Reserve, including Members and non-Members;

**“Company”** means a for profit company or corporation incorporated under the laws of Alberta, Canada or any other jurisdiction and which is owned by Nation;

**“Council”** means the duly elected Chief and Council of the Nation;

**“Department”** means the administrative division of the Nation administration as established from time to time by Council and includes service centres, Agencies, administrative units and other internal organizational units of the Nation administration;

**“Elected Official”** means any person who is elected to represent the Nation or any of its Agencies, and includes Council;

**“Election”** means an election conducted under the *First Nations Election Act* and Regulations or under a Custom Election Code adopted by the Nation and includes a By-Election;

**“Eligible Voter”** Means any individual eligible to vote, and on the membership list maintained by the Department of Indian and Northern Affairs Canada in Ottawa.

**“Employee”** means all categories of Nation staff, including full-time, part-time, casual, temporary and seasonal employees and excludes contractors;

**“Entity”** means a corporation, partnership, joint venture or any unincorporated association or organization;

**“Financial Benefit” or “Financial Interest” or “Conflict of Interest”** means a monetary, material or other direct or indirect financial benefit received, or to be received, by an Elected Official or to an Immediate Family Member beyond the benefits normally provided and includes, but is not limited to:

- (a) Contract benefits;
- (b) Educational, medical or other social benefits;
- (c) Honoraria;
- (d) The payment of any money; or
- (e) The allotment, leasing or other grant of an interest in a Reserve or in Nation-owned lands;

**“Indirect Private Interest”** means the Private Interest of an Immediate Family Member of an Elected Official or the Private Interest of an individual who is financially dependent on the Elected Official or upon whom that Elected Official is financially dependent; or a business or entity in which an Elected Official alone, or in combination with an Immediate Family Member, an individual who is financially dependent on the Elected Official or upon whom that Elected Official is financially dependent, has a controlling interest;

**“Immediate Family Member”** means a spouse or common-law spouse, parent, grandparent, child, grandchild, or sibling, including the parents, grandparents, children, grandchildren and siblings of a spouse or common-law spouse, and any other relative who resides permanently in the household

**“Manager/Director”** means an Employee of the Nation who is responsible for a program, project or Agency;

**“Member”** means a person whose name appears on the Band List of the Nation maintained by Indigenous and Northern Affairs Canada, or its successor, or on a list maintained by the Nation, should the Nation adopt its own membership code pursuant to section 10(1) of the *Indian Act*;

**“Nation”** or **“BFN”** means the Beaver First Nation

**“Nation Administrator”** means the senior administrative officer responsible for the administration of the Nation and who reports directly to Council;

**“Official Duty”** means the duties, responsibilities, functions and activities of an Elected Official related to its elected position with the Nation or its Agencies;

**“Official Power”** means the power, authority and discretion related to the position of an Elected Official;

**“Personal Information”** means information about an identifiable individual;

**“Policy”** means a program of actions adopted by Council and the principles upon which they are based;

**“Private Interest”** means a direct or indirect monetary or economic interest, or personal advantage, and includes any interest to which a monetary value or position of advantage may be attributed;

**“Quorum”** means the majority of members of Council;

**“Reserve”** means IR 164, IR 164A and any other lands for which Indian reserve status has been sought further to the federal policy on Additions to Reserve/Reserve Creation, being Chapter 10 to Indigenous and Northern Affairs Canada’s Land Management Manual, or any replacement policy; and

**“Resolution”** means a validity enacted Band Council Resolution;

**“Special Meeting”** means a meeting called to address issues that cannot wait until the next regularly scheduled meeting; and

**“Unlawful Expenditure”** means an amount of funds expended, invested or used contrary to Policy.

## **Section 2: Introduction**

### **Purpose**

- 2.1 The purpose of these Governance Policies and Procedures is to provide guidelines under which members of Council can perform their Official Duties in a responsible and appropriate manner.
- 2.2 The Governance Policies and Procedures describe the political, functional and legal roles and responsibilities of Council to enable them to serve the Nation fairly and effectively.
- 2.3 These Governance Policies and Procedures provide a mechanism for reviewing existing Policies, and for the establishment and implementation of additional Policies.
- 2.4 By adopting these Governance Policies and Procedures, Council affirms the objective of the separation of politics and administration, while acknowledging that they will necessarily overlap from time to time.
- 2.5 Nothing in these Governance Policies and Procedures shall abrogate or derogate from BFN's inherent right to self-governance and self-determination, Treaty 8 rights, or any of BFN's other rights recognized and affirmed by section 35(1) of the *Constitution Act, 1982*.

### **Interpretation and Severability**

- 2.6 For administrative purposes only, the Nation Administrator may interpret these Governance Policies and Procedures, as may be required from time to time, and enforce those administrative interpretations unless otherwise directed by Council.
- 2.7 In these Governance Policies and Procedures, words in the singular include the plural and vice versa, words importing gender include all genders, and a reference to any Act, by-law, rule or regulation or to a provision thereof shall be deemed to include a reference to any Act, by-law, rule or regulation or provision enacted in substitution therefore or amendment thereof.
- 2.8 To the extent of any inconsistency between a provision of these Governance Policies and Procedures and any legal obligation of the Nation, including, but not limited to, any obligation under the *Indian Act*, the *First Nations Election Act*, the *Personal Information Protection and Electronic Documents Act* and corresponding Regulations, the legal obligation will prevail to the extent of the inconsistency.
- 2.9 The provisions of these Governance Policies and Procedures shall be deemed severable. If any provision of these Policies and Procedures shall be held

unenforceable by any court of competent jurisdiction, such provision shall be modified to the extent necessary to be enforceable, and the remaining provisions shall remain in full force and effect.

## **Content**

- 2.10 These Governance Policies and Procedures contain operational policies and procedures that have been approved and adopted by Council. Operational policies and procedures assist Council and the Nation Administrator in managing the ongoing operations of the Nation. Operational policies and procedures are created and updated at the discretion of Council. It is not necessary for operational policies and procedures to be ratified by the Members as they are not laws.

## **Application**

- 2.11 These Governance Policies and Procedures apply to the governance of the Nation.
- 2.12 These Governance Policies and Procedures will be applied and enforced fairly, consistently and equally to all persons to whom they apply.
- 2.13 Council is subject to all provisions of the Governance Policies and Procedures unless specific exemptions are provided as agreed by a quorum of Council.



## **Section 3: Nation Overview**

### **Background**

- 3.1 The Nation is governed by Council and has Reserves northwest of Fort Vermillion: Boyer Indian Reserve 164 and Child Lake Indian Reserve 164A.
- 3.2 The Nation is a signatory to Treaty No. 8 and a member of the North Peace Tribal Council.
- 3.3 As at October 2017, the Nation had a registered population of 1096, with more than half of the Members living off-Reserve.
- 3.4 The Nation's traditional territory extends beyond the boundaries of northern Alberta, where the Beaver language is shared by other First Nations located upstream along the Peace River.

### **Values**

- 3.5 The following values will guide Council, the administration and the operations of the Nation:
  - (a) The administration is accountable to Council and Council is accountable to Members;
  - (b) Council and Employees have esteem for all individuals and treat each other with respect; and
  - (c) Council and Employees uphold the principles of integrity and effective governance.

### **Goals and Priorities**

- 3.6 The following four goals and priorities will guide Council and Employees in the operation of the Nation:
  - (a) Effective governance and administrative practices;
  - (b) Nation well-being;
  - (c) Member social development and enhancement; and
  - (d) Nation economic enhancement.

## **Section 4: Council**

### **Purpose**

- 4.1 The purpose of Council is to manage the affairs of the Nation. Council may exercise all such powers and do all such acts and things as the Nation may exercise and do subject to the provisions of:
- (a) All laws affecting the Nation, including by-laws, custom law, and the laws of Alberta and Canada;
  - (b) These Governance Policies and Procedures; and
  - (c) Any other Policy of the Nation which may be made from time to time.

### **Chief**

- 4.2 The position of Chief is full-time.
- 4.3 The Chief has the right to vote on any motion of Council.
- 4.4 The Chief shall:
- (a) Convene and be the Chairperson of all Council meetings. The Chief may delegate this role to a Council member or another person if agreed to by a Quorum;
  - (b) Be the signing officer for contracts approved by Resolution and as permitted by applicable laws and regulations;
  - (c) Act as the official spokesperson or representative at ceremonial or other functions, or delegate this responsibility as required;
  - (d) Speak for and express the views of the Nation and its Agencies at public meetings or with the media;
  - (e) Call Special Meetings of Council;
  - (f) Be an ex-officio member of each of the Nation's committees or boards; and
  - (g) Make decisions, subject to approval by Council on a timely basis, in accordance with the Nation's Policies. Formal approval by Council will ordinarily take place at the next regularly scheduled Council meeting.
- 4.5 The Chief shall encourage Council to act as an effective team by:

- (a) Encouraging Council to respect other Council members;
- (b) Ensuring that Council fulfils its Official Duties;
- (c) Directing Council to focus on both the short and long-term needs of the Nation, its Agencies and Members;
- (d) Providing members of Council with opportunities for self-development;
- (e) Working and assisting those members of Council who may be experiencing difficulties in their Official Duties; and
- (f) Acting in a supervisory capacity to all Council activities.

## **Council**

- 4.6 The position of Council member is full-time.
- 4.7 The Council currently consists of one (1) Chief and four (4) Council members, elected pursuant to the *First Nations Election Act*.
- 4.8 The functions of Council are to oversee the governance of the Nation by:
  - (a) Providing the Nation and its Agencies with direction and advice;
  - (b) Leading the Nation as its political representative, while the Nation Administrator manages the administration of the Nation separate from leadership;
  - (c) Developing and approving by-laws, regulations, rules, Policies, directives, guidelines and other authorizations, standards, declarations, notices, requirements and directions;
  - (d) Ensuring that all by-laws, regulations, rules, Policies, directives, guidelines and other authorizations, standards, declarations, notices, requirements and directions are implemented and followed;
  - (e) Initiating and contributing to the development, review, adjustment, and approval of strategic plans, goals, objectives and budgets for the Nation and its Agencies;
  - (f) Approving budgets for program funds and authorizing any extraordinary expenses on behalf of, and in the best interest of, the Nation.
  - (g) Establishing and appointing representatives to internal and external boards and committees;

- (h) Calling and holding referenda with regard to use of capital funds, election or membership codes or any other issues and activities as required;
- (i) Approving new programs and services;
- (j) Defining and approving an organizational structure for the effective operation of the Nation and its Agencies and establishing the reporting relationship of all positions defined in the organizational structure;
- (k) Hiring and overseeing the employment of the Nation Administrator;
- (l) Delegating signing authorities;
- (m) Approving the hiring and firing of the Nation Administrator, Finance Manager, and all Director level positions.
- (n) Establishing appeal or review bodies as necessary;
- (o) Ensuring that the Nation and its Agencies are operating in a legal, ethical, moral and safe manner; and
- (p) Establishing and maintaining communication with Members and keeping them aware of the Nation's progress.

4.8 Council has a fiduciary duty to act in the interests of the Members and the Nation as an entity unto itself. This duty supersedes any special consideration to any individual Member, family or group within the Nation, any advocacy on behalf of any special interest group or the personal interests of any Council member acting as an individual Member.

4.9 Council will:

- (a) Adhere to all by-laws, regulations, rules, Policies, directives, guidelines and other authorizations, standards, declarations, notices, requirements and directions;
- (b) Understand and follow the Code of Conduct Policy, the Conflict of Interest Policy, and the Confidentiality and Access to Information Policy, included as Appendices to these Governance Policies and Procedures.
- (c) Perform their duties conscientiously, competently, loyally and honestly, remembering that the primary work task is to serve the Members and the Nation to the best of their ability;

- (d) Promote the integrity and dignity of the Nation's government, traditions, Agencies, Members and Employees;
- (e) Be present and actively participate at all meetings of Council, either in person or by telephone, unless there are compelling reasons why a Council member cannot attend; and
- (f) Ensure that any known information important to the interests of the Nation is brought before Council in a timely manner.

4.10 A Council member shall be deemed to have given up their position on Council if absent from three consecutive regularly scheduled meetings within a one-year period, unless the absence is due to illness or with the leave of Council.

### **Validity of Council Action**

4.11 No rule, made by the Nation, invalidates a prior act of Council that would have been valid if that rule had not been made.

### **Automatic Termination of Council Members**

4.12 Council members automatically cease to hold office if:

- (a) They are convicted of an indictable offence (a conviction must be accompanied by a prison sentence of greater than 30 consecutive days for the person to lose their position).
- (b) Their election is set aside under the *First Nations Election Act* or Regulation;
- (c) They are otherwise removed from office pursuant to these Governance Policies and Procedures, the *First Nations Election Act* or Regulations or any other legal enactment;
- (d) They die or resign from office;

4.13 Council must speak with one voice in their representation of issues to the public, and will refrain from publicly criticizing other Council members, or expressing their disagreement with a decision made by Council as a whole.

## **Election/By-Election**

- 4.14 Until such time as the Nation adopts an alternative election model, elections and by-elections will be conducted in accordance with the *First Nations Elections Act* and Regulations.

## **Transition of Council**

- 4.15 At the time of an Election, an incumbent Council member will be remunerated two (2) month honorarium if not re-elected.

## **Meetings of Council**

- 4.16 The Chief may at any time call a Council meeting. Minimum regular Council meetings will be scheduled at least once per calendar month.
- 4.17 All Council members will be provided with notice of a regular Council meeting at least five (5) business days prior to the meeting; and will be provided with an agenda and accompanying materials at least one (1) day prior to a regularly scheduled meeting, unless the item is of a simple or priority nature.
- 4.18 E-mail notice will be considered proper and adequate notice of a Council meeting, either a regular or a Special Meeting, when sent to each Council members' latest e-mail address. E-mail addresses will be confirmed at least quarterly.
- 4.19 Special Meetings called due to emergencies and other urgent or time sensitive matters will require minimal notice, on condition that all Council members have been provided with notice of the meeting prior to its convening and that a Quorum agrees that a Special Meeting is required.
- 4.20 The minutes from the previous regular meeting and from any prior Special Meeting will be read and approved at the next regular Council meeting. All non-emergency matters will be deferred to the regular meeting.
- 4.21 Council members must make every reasonable effort to meet regularly with Members to respond to their questions, concerns, and to discuss any issues related to governance.
- 4.22 At a minimum, an annual general membership meeting will be called once per year to review the annual audit, financial statements and budget, and reaffirm the goals and objectives of the Nation for the year ahead.
- 4.23 Members may, with permission of Council, participate in Council meetings by presenting issues, concerns or proposals to Council. Members must give

reasonable notice to Council of their desire to participate in a Council meeting and include with this notice a written briefing informing Council of the matter they would like to present. If Council agrees, the issue may be added to the agenda and will be heard prior to the conclusion of the regular Council meeting.

- 4.24 The Nation Administrator will organize the agenda and keep minutes of Council meetings. The agenda will be prepared with the assistance of Council and will be approved and amended by Council, prior to the reading and approval of the minutes from the last meeting of Council.
- 4.25 Robert's Rules of Order, included as Appendix 4 to these Governance Policies and Procedures, will be followed in the conduct of proceedings not addressed in these Governance Policies and Procedures.
- 4.26 Decisions of Council are by a majority vote after a matter has been moved and seconded. At the discretion of the Chair, a vote may be called by voice, show of hands or secret ballot.
- 4.27 A Council member may abstain from voting, but he or she must give reasons for abstaining and these shall be recorded in the official minutes of the meeting. Council members who abstain must remove themselves from the meeting, including from the discussion on the motion, if there is a conflict of interest. After the matter has been dealt with the Council member may return to the meeting.
- 4.28 Some matters discussed at Council meetings will be highly sensitive and confidential in nature. The public minutes will indicate the "in camera" portion, and the "in camera" notes, decisions and motions will be kept in a safe place for future reference. A note taker will be appointed who will keep the "in camera" notes in a confidential and secure place. The notes shall include the discussion topic and the decision made. "In camera" topics include disciplinary actions, sensitive business negotiations, or discussions regarding pending or current legal actions.
- 4.29 All Members may, at reasonable times, inspect public minutes of Council meetings that have been approved by Council, the bylaws and Resolutions passed by Council, and the financial statements of the Nation. Access to these records will be maintained by the Nation Administrator
- 4.30 At a minimum quarterly, or upon request from Council or direction from the Nation Administrator, Managers/Directors will present a status report of their program's activities.
- 4.31 Council members will not exercise individual authority over the organization except as explicitly set forth by Council.

- 4.32 Issues regarding the Nation Administrator and Employees that may arise will be dealt with “in camera” at regular or Special Meetings and not in a public forum.
- 4.33 Council will not interfere with day to day operations of the Nation unless so requested by the Nation Administrator with notification to Council.
- 4.34 Council will not instruct the Nation Administrator to perform any activity which is knowingly illegal, immoral, unethical or dangerous.

### **Council Honorariums and Expenses**

- 4.35 All Council members will be entitled to receive an honorarium at a rate approved at a Council meeting at a rate determined according to an approved salary grid.
- 4.36 Council is entitled to be reimbursed for costs related to travel, meals, accommodations, and such other expenses in accordance with the current agreed upon expense rates/schedule.
- 4.37 There are no provisions for overtime compensation. Council is expected to fulfil their obligations and responsibilities for no additional compensation beyond that of their honorarium.



## **Section 5: Nation Records**

### **Records of Elected Officials**

- 5.1 This section applies to the records of Elected Officials.
- 5.2 Elected Officials shall keep all books and records relating to the affairs of the Nation at the Administrative Office or at such other place as Council or a committee shall determine.
- 5.3 Records of Elected Officials include regular Council or committee meeting minutes, which may be inspected by the Members by appointment, and in-camera meeting minutes, which may only be viewed by the Elected Officials to whom they pertain, and any other material, document or record in the possession or control of Elected Officials containing Confidential Information.
- 5.4 In-camera records will be kept in a locked filing cabinet and access restricted to only those Elected Officials to whom the records pertain. In-camera records that are stored on computers or other electronic sources will be password encrypted and only Elected Officials to whom the records pertain will have access to the passwords. Information will be further protected by a signed Confidentiality and Access to Information Policy included as Appendix 2 to these Governance Policies and Procedures.
- 5.5 No Elected Official may access, collect, use, disclose, reveal, retain or destroy information, deliberations and records of the Nation by any means unless authorized to do so by Council in accordance with the law.

### **Nation Services, Programs and Activities Records**

- 5.6 This section applies to records containing Personal Information that is collected, used and disclosed for Nation services, programs and activities.
- 5.7 Personal Information collected, used and disclosed for Nation services, programs and activities will be collected, used and disclosed in accordance with applicable privacy legislation.
- 5.8 Collection, use or disclosure of Personal Information pertaining to Nation services, programs and activities is limited to the purposes which a reasonable person would consider appropriate in the circumstances. The Nation will ensure, to extent possible, that all Personal Information pertaining to Nation services, programs and activities in its possession is accurate and complete.
- 5.9 Unless permitted by law, the Nation will obtain valid consent for the collection, use and disclosure of Personal Information pertaining to Nation services, programs and activities.

- 5.10 Any Personal Information collected in the performance of Nation services, programs and activities will be kept in a locked filing cabinet and access restricted to only those Employees and Elected Officials who require such information for the purposes for which they were gathered.
- 5.11 Personal Information that is stored on computers or other electronic sources will be password encrypted and only Employee and Elected Officials who require access to such information for the purposes for which it was collected will have access to the passwords.
- 5.12 Personal Information will be further protected by, in the case of Elected Officials, a signed Confidentiality and Access to Information Policy included as Appendix 2 to these Governance Policies and Procedures, and in the case of Employees, a signed Confidentiality and Access to Information Policy included as an Appendix to the Personnel Policies and Procedures.
- 5.13 An individual whose Personal Information has been collected for Nation services, programs and activities may make a written request to view their Personal Information. The Nation Administrator will respond within thirty (30) days of receiving the request unless they extend the time in accordance with applicable privacy legislation, and shall provide a response to the applicant.
- 5.14 If an individual has a complaint they may submit it to the appeals committee pursuant to the Appeals Process Policy.

## **Section 6: Committees and Task Forces**

### **Delegation of Power**

- 6.1 Council may delegate, by Resolution, any, but not all, of Council's powers to committees consisting of such Council member(s) and Members as Council determines. In special circumstances, Council may appoint non-Members to committees.

### **Special Committees and Task Forces**

- 6.2 Council may, from time to time, appoint such special committees and/or task forces as Council deems appropriate. No Policies shall be initiated, and no action shall be taken, by any committee and/or task force without the prior approval of Council; who may delegate any, but not all, of its powers to such committee and/or task force. All special committees and/or task forces so formed shall consist of at least one (1) Councilor, and shall report every act or thing done

in the exercise of those powers to the earliest Council meeting after it has been done.

## **Standing Committees**

- 6.3 Council may form standing committees of the Nation, examples of which are included below:
- (a) Finance Committee;
  - (b) Housing Committee; and
  - (c) Appeals Committee.

## **Terms of Reference**

- 6.4 Each special committee, task force and standing committee shall have defined terms of reference. Committee members are expected to adhere to the terms of reference for their committee, as well as any other applicable Policies.
- 6.5 A committee formed to exercise delegated powers of Council shall conform to any rules that may, from time to time, be imposed on it by Council, and shall report every act or thing done in exercise of those powers to the earliest Council meeting, to be held next after it has been done.
- 6.6 The terms of reference for each special committee, task force and standing committee will contain at a minimum:
- (a) Purpose of the special committee and/or task force or standing committee;
  - (b) Composition, term and quorum;
  - (c) Accountability to Council;
  - (d) Duties and responsibilities;
  - (e) Frequency of meetings;
  - (f) Committee rules;
  - (g) Reporting to Council;
  - (h) Staff support;
  - (i) External advisors;
  - (j) Applicable policies;
  - (k) Removal of a member from a special committee and/or task force or standing committee; and

- (l) Honorarium.

### **Committee Rules and Decisions**

- 6.7 Unless otherwise stated in the terms of reference for a committee, Robert's Rules of Order, included as Appendix 4 to these Governance Policies and Procedures, will be followed by each meeting in the conduct of its procedures.
- 6.8 Questions arising at any meeting shall be decided by majority of votes, provided quorum is met. All decisions are to be recorded in the meeting minutes.

### **Committee Honorarium**

- 6.8 All committees assigned to provide advisory services for any Nation program and/or initiative will serve between 1-3-year terms, at which point they will be subject to review by Council.
- 6.9 All committee members will receive an amount per meeting up to a monthly maximum as set by Council from time-to-time.
- 6.10 All committee members will receive the travel allowance rates set by the Nation from time-to-time. This includes off-Reserve travel to attend meetings, as necessary.
- 6.11 Should committee members fail to attend the meetings, the rate will be adjusted accordingly.
- 6.12 Should committee members fail to attend three (3) consecutive meetings, they shall cease to be a committee Member for that committee.

### **Applicable Policies**

- 6.13 All committee members will be required to adhere to the Conflict of Interest Policy, Confidentiality and Access to Information Policy and Code of Conduct, set out as Appendices to these Governance Policies and Procedures.

## **Section 7: Nation Administration**

### **Policies and Procedures**

- 7.1 At the time of election, the Council elected will perform the roles and duties outlined in these Governance Policies and Procedures.
- 7.2 Policies shall be developed by Council, or jointly by a committee and Council.
- 7.3 A draft form of the Policy shall be included as an agenda item at regular Council meetings for review.
- 7.4 The Nation Administrator is responsible for taking reasonable steps to inform affected parties of changes to existing Policies

### **Issuing Policies & Procedures**

- 7.5 Policies assist Employees and Members to understand the Nation's operations so it is critical that they are distributed appropriately.
- 7.6 All Policies shall be posted on BFN's website.
- 7.7 The Nation Administrator, in conjunction with Managers/Directors, shall be responsible for the distribution of all Policies to Employees.

### **Review and Revision of Policies and Procedures**

- 7.8 The Nation Administrator shall ensure that all Policies are current and report any required changes to Council.
- 7.9 The Council, alone or in conjunction with a committee, are responsible for approving all revised Policies.
- 7.10 Review of all Policies shall take place at least once every two (2) years.

### **Developing Forms**

- 7.11 In developing forms, the Nation Administrator should ensure there is consistency in forms used by the Employees, eliminate any duplication, and ensure all "draw" forms are approved by Council.

## **Governance Policies and Procedures Amendments**

- 7.12 It is the responsibility of Council to review the terms of these Governance Policies and Procedures, including the Appendices, to ensure that the provisions are current and valid, and to recommend amendments.
- 7.13 Major amendments must be approved by Quorum, and formalized in a Resolution, and by the Community in a motion from the floor at a Community meeting.

## **Detailed Roles of Council**

- 7.14 The detailed role of Council in the Nation Administration are set out in each of the applicable Policies specifically in relation to:
- (a) The financial management of the Nation (see the Financial Policies and Procedures);
  - (b) The management of the Employees and staff of the Nation (see the Personnel Policies and Procedures); and
  - (c) Nation housing (see the Housing and Services Policy).

## **APPENDIX 1: CODE OF CONDUCT**

### **Application and General Conduct**

1. This Code of Conduct Policy applies to all Elected Officials.
2. Elected Officials are required to set an example in public and private of good conduct, citizenship and brotherhood within the community in a manner that will bring credit to themselves, the Nation and its Agencies.
3. Elected Officials must carry out their duties in good faith with a reasonable degree of diligence, care, accountability, transparency and skill.

### **Fraud**

4. Elected Officials must not:
  - (a) Defraud, or attempt to defraud, the Nation, its Agencies or any Nation-owned businesses or commercial entities;
  - (b) Make an expense claim for reimbursement that is false, or for expenses not incurred when carrying out their Official Duties; and
  - (c) Make a claim for any payment or financial benefit from the Nation or its Agencies, if they are not lawfully entitled to the payment or financial benefit.

### **Insider Information**

5. Elected Officials must not, for the purpose of gaining or furthering a Private Interest or an Indirect Private Interest, use information that was obtained in connection with the performance of their Official Duties, and that is not available to all Members.
6. An Elected Official must not knowingly authorize an Unlawful Expenditure
7. Elected Officials who knowingly votes for a Resolution authorizing an Unlawful Expenditure, and where that Unlawful Expenditure occurs, are personally liable for the amount of the Unlawful Expenditure.
8. This section does not apply if the Elected Official can demonstrate that he or she reasonably relied on information provided that the expenditure was lawful.
9. The amount of the Unlawful Expenditure may be recovered by the Nation from the Elected Officials, jointly and severally as a Debt according to the Debt

Recover Policy.

### **Inadvertent Error or Error in Good Faith**

10. If Council is satisfied that the allegation occurred because of an inadvertent contravention of the Policy, or an error in judgment was made in good faith, they may decide to allow the Elected Official to continue holding his or her position subject to any conditions considered advisable, except in cases where fraud or insider information necessitate legal action to be taken.
11. This section does not apply if the Elected Official can demonstrate that he or she reasonably relied on information provided that the expenditure was lawful.
12. Elected Officials must avoid any conflict of interest or appearance of conflict of interest with respect to their Official Duties.

### **Abuse of Power**

13. In this section:

**“ask”** means accept, demand or request, whether directly or indirectly;

**“deny”** or **“delay”** means causing or attempting to cause a denial, interruption or delay;

**“expedite”** means rushing or attempting to hasten;

**“intimidate”** means to do or threaten to: use force, violence or restraint against a person; inflict injury, harm, damage or loss on a person or property; take reprisal including cause the delay or denial of a benefit, service or program; or otherwise threaten any person;

**“make”** or **“influence”** includes participate in making, influencing or attempting to influence; and

**“money”** or **“favours”** includes any private interest, advantage or benefit for a public officer or any other person.

14. Elected Officials must not ask for money or favours from another person in exchange for using their position to make or influence a decision of the Nation or any of its Agencies, or Nation-owned businesses or commercial entities, or expedite, deny or delay any service or program provided by the Nation or its Agencies, or Nation-owned businesses or commercial entities. Elected Officials may not use their position to influence decisions, award contracts to any person or company without following a fair and impartial process in keeping with the



policies of the Nation. They may not intimidate, harass, assault, or sexually harass or assault anyone.

15. Elected Officials must uphold, respect and follow Policies, constitution and by-laws, as well as the governance decisions of Council. They will meet and uphold the highest ethical standards of conduct while carrying out their official duties. They will treat Members, industry representatives, public officials, governmental representatives and members of the public equitably and impartially. They will perform their duties in a conscientious, professional and timely manner, and prepare for and attend meetings related to the performance of their duties.
16. Elected Officials are entitled to use documents, papers, supplies and other physical assets provided to them by the Nation's administration and its Agencies, for Council or committee purposes only. All documents, papers, and supplies remain the property of the Nation.

I hereby acknowledge that I have read, understood and will comply with this Code of Conduct.

---

Name (please print)

---

Signature

---

Date

## **APPENDIX 2: CONFIDENTIALITY AND ACCESS TO INFORMATION POLICY**

1. Elected Officials may have access to Confidential Information as a result of their office.
2. Confidential Information includes, but is not limited to:
  - (a) Personal Confidential Information – Personal Information that may cause the Employee, community member(s) or client embarrassment or perceived harm. Any information of a medical, private or secret nature will be held as privileged and confidential information.
  - (b) Business Information – The Nation has a lot of Confidential Information related to how it runs its affairs. Should Employees come into contact with materials or issues which are not for public consumption or distribution they are required to maintain confidentiality, i.e. financial information, client information and/or other information relating to BFN. Business arrangements will not be shared unless permission is granted by the Nation Administrator and then only if the sharing of information is in the best interests of the Nation.
  - (c) Information Not for Public Consumption - this, without limitation, includes business plans, contracts, contribution agreements, funding arrangements and the administration of the Nation that, if shared, could negatively harm or affect the business or reputation of the Nation. In particular, confidential information pertaining to finances or plans of BFN is considered property of the Nation.
  - (d) Employee Personal Information – Any information pertaining to the management of the employment relationship including: information contained in a Employee record; information regarding the status of Employees as to salary, benefits, family status, Employee discipline, Employee assistance; or any other information that is a private aspect of the Employee-Nation relationship will not be shared with the public. An exception will be made for the purposes of providing personnel services to the Employee.
3. Confidential Information is valuable and sensitive. It is protected by law and by Policy. As an Elected Official you are required to conduct yourself in strict conformance to applicable laws, including privacy laws, and Policies governing Confidential Information. Your principal obligations are explained below and you are required to read and to abide by these obligations. Any violation of these obligations will be subject to discipline up to and including removal from office. You may also be subject to legal liability for violation of these obligations.
4. Accordingly, as a condition of and in consideration of your access to Confidential Information, you promise that:
  - (a) You will use Confidential Information only as needed to perform your Official Duties as an Elected Official;

- (b) You will only access Confidential Information on a need to know basis and you will not in any way divulge, copy, release, sell, loan, review, alter or destroy any Confidential Information except as properly authorized within the scope of your Official Duties;
  - (c) You will not misuse or carelessly store Confidential Information;
  - (d) You understand that your access to Confidential Information is subject to periodic review, revision and, if appropriate, renewal;
  - (e) You understand that you have no personal right or ownership interest in any Confidential Information;
  - (f) At all times, both during and after your term of office as Elected Official, you will safeguard and retain the confidentiality of all Confidential Information; and
  - (g) You will only divulge Confidential Information as authorized by law or Policy.
5. You are responsible for any misuse or wrongful disclosure of Confidential Information and for failure to safeguard Confidential Information on your part. Failure to do so could result in discipline up to and including removal from office.
6. You are responsible to ensure that you maintain confidentiality if you transfer to another position within BFN and/or after your time as Elected Official ends.

I hereby acknowledge that I have read, understood and will comply with this Confidentiality and Access to Information Policy.

---

Name (please print)

---

Signature

---

Date

## **APPENDIX 3: CONFLICT OF INTEREST**

### **General**

1. This Conflict of Interest Policy applies to all Elected Officials.
2. The purpose of this Conflict of Interest Policy is to establish a Policy of conduct to ensure that in carrying out their duties, Elected Officials adhere to the highest ethical standards, avoid conflicts of interest, uphold and obey the Nation's Policies and procedures, and act in the best interests of the Nation and its Members.

### **Identification of a Conflict of Interest**

3. A Conflict of Interest will arise when an Elected Official exercises an Official Power or performs an Official Duty and at the same time knows, or ought to know, that there is an opportunity to receive a Financial Benefit other benefit or to further a Private Interest or Indirect Private Interest.
4. A Conflict of Interest will not arise if a Financial Benefit is intended or extended at the same time to Members or a group of Members who are identifiable by reference to age, gender, financial circumstances, or medical needs and the Elected Official falls within that identifiable group to which the benefit may apply.
5. In the case of a proposed contract with the Nation, an Elected Official shall disclose his or her Private Interest at the meeting at which the question of entering into the contract is first taken into consideration. Where an Elected Official acquires a Financial Interest in a contract with the Nation after it is made, he or she shall disclose his or her interest at the first Council or committee meeting held after he or she acquires the interest.
6. Where a disagreement arises as to whether an Elected Official has a Financial Interest in a matter, Council or the other committee members shall vote on whether the Elected Official has such an interest. The Elected Official in question may not take part in the vote and shall leave the meeting.
7. An Elected Official shall be deemed to have a Financial Interest in a matter where he or she, or his or her Immediate Family Member has an interest in an enterprise or in a partnership, company or corporation having or proposed to have a contract or dealings with BFN. [

8. An Elected Official must not, directly or indirectly, accept a fee, gift, or a personal benefit that is connected to the performance of his or her Official Duties if such item influences their decisions regarding the donor.
9. This section does not apply to a gift or benefit received by the Elected Official incidental to a private function or cultural event which does not involve the discharge of that Elected Official's Official Duties.

## **Disclosure**

10. Any Conflict of Interest disclosed by an Elected Official must be recorded in the minutes of a Council or committee meeting.
11. An Elected Official disclosing a Conflict of Interest will:
  - (a) Not take part in the discussion of or vote on any question in respect of the matter;
  - (b) Immediately leave the meeting or the part of the meeting during which the matter is under consideration;
  - (c) Not sign a Resolution, other instrument recording a decision, or letter in respect of the matter;
  - (d) Not attempt in any way, whether before, during, or after the meeting, to influence the opinion or vote of Council or committee on any question in respect of the matter; and
  - (e) Not attempt in any way to influence the Employee, board or committee member in carrying out his or her duties.
12. Any Elected Official who fails to disclose or makes an incomplete disclosure of a Conflict of Interest will pay to the Nation a sum of money equal to the value of any and all financial gain the Elected Official or Immediate Family Member received and benefited from the undisclosed Conflict of Interest notwithstanding any other disciplinary action Council or committee may take.
13. Where an Elected Official is unsure of whether he or she is in a Conflict of Interest, the Elected Official will raise the potential Conflict of Interest with Council or the committee, and Council or the committee will decide whether a Conflict of Interest exists.
14. Responsibility for the disclosure of a Conflict of Interest rests with the Elected Official. Should an Elected Official suspect he or she is, or might be, in a Conflict of Interest, the Elected Official should take appropriate measures immediately to initiate the process to disclose the potential Conflict of Interest.

15. Disclosure is a confidential procedure to protect both the individual and the Nation from unfair or improper allegations of Conflict of Interest. It requires an Elected Official who suspects he or she is or might be in a Conflict of Interest to prepare a written statement of relevant facts. The statement must be presented to Council or the committee.

**Penalties and Enforcement**

- 16. Contravention of this Conflict of Interest Policy may result in disqualification from holding a Council or committee position, dismissal or removal from the position.
- 17. Any decision with respect to this Policy must be made fairly and in accordance with the following:
  - (a) The Elected Official who is alleged to have violated a disclosure of a Conflict of Interest must have the opportunity to hear the allegation and provide an answer before a final decision is made; and
  - (b) The remainder of the Council or committee shall make that decision without any influence or bias.
- 18. An Elected Official who knowingly contravenes this section is disqualified from holding his or her position.
- 19. Any contract involving the receipt or expenditure of Nation funds is void where the person approving the contract or an Immediate Family Member has a financial interest in the contract unless it is reaffirmed by Council or the committee notwithstanding the existence of the financial interest.

I hereby acknowledge that I have read, understood and will comply with this Conflict of Interest Policy.

\_\_\_\_\_  
Name (please print)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

## APPENDIX 4: RULES OF ORDER

Robert's Rules of Order represent a widely accepted method of conducting meetings and are used by governments and organizations all over the world. Most recently updated in the 10th Edition, the Rules of Order are summarized below.

To present a motion to the Assembly, the following protocol must be observed:

**Step 1.** *A member stands or raises his or her arm and makes a motion*

This motion requires that Steps 2-4 be completed before the speaker can discuss the motion that he or she is presenting.

**Step 2.** *The Chairperson asks for another member to second the motion (a seconder)*

The seconding person cannot discuss the motion until Steps 3 and 4 are completed.

**Step 3.** *The Chairperson restates the motion to the Assembly*

The motion is re-stated by the Chairperson. Careful attention must be paid in stating the motion. The motion to be adopted is not the one set forward by the member, but the one stated by the Chairperson.

**Step 4.** *The members debate the motion*

Members should speak only when recognized by the Chairperson and are not allowed to direct comments to each other; all discussion must be directed at the Chairperson.

**Step 5.** *The Chairperson asks for a vote on the stated motion*

The Chairperson asks the members to either raise their arms or stand, in order to register their votes. The Chairperson must ask all members – both those voting for the motion and against it – to vote. The Chairperson must count all votes.

**Step 6.** *The Chairperson announces the result of the vote*

The Chairperson instructs the corresponding officer to take action and then moves to the next item of business.

For the purpose of expediency, the Chairperson may ask: "Are there any objections?"

If no one objects, the six steps are skipped and the motion has been adopted.

If there is an objection, the above six steps must be followed.

If no seconder comes forward, the motion is dropped.