

Wahnapiitae First Nation Governance Procedures Policy

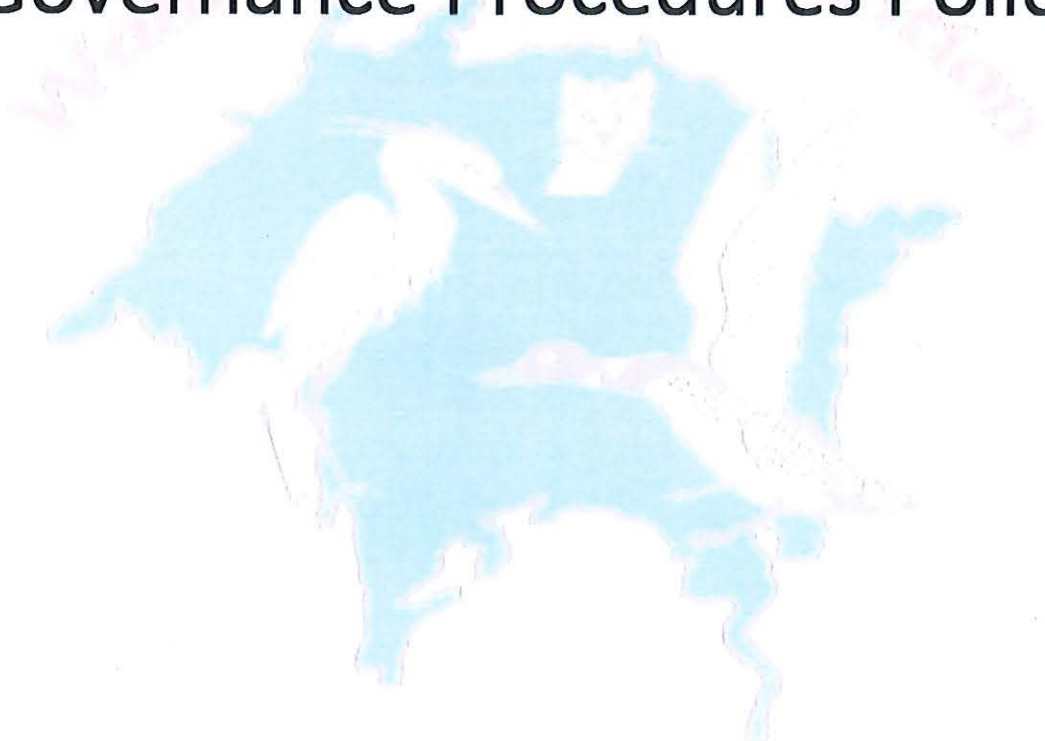


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1. TITLE

This document may be cited as the *Wahnapitae First Nation Governance Procedures Policy*.

2. INTRODUCTION

This policy describes and formalizes the regulations respecting Council procedures and protocol for effective and efficient governance.

3. PURPOSE

The purpose of this document is to provide guidelines for the conduct of Council orientation, conduct of meeting, committees and other governance matters under which Council operates.

4. INTERPRETATION:

“Band Members” means individuals who are members of the Wahnapitae First Nation.

“Council” or “Band Council” means the governing body of the Wahnapitae First Nation comprised of members that are elected pursuant to the Band Custom Election Procedures. The Council or Band Council consists of one (1) Chief, and four (4) Councillors.

“Executive Assistant” means the person selected to record the minutes of the council, General Membership Meetings, and/or committee meetings.

“Executive Director” means the person selected by Council to be the head of administration.

“Staff” means the staff of the Wahnapitae First Nation.

5. TRANSITION & OATH OF OFFICE:

5.1 Within fourteen (14) days prior to the expiry of each council member’s elected term:

- a) Any outstanding monies for salary, travel expenses or honouraria, or other monies due to a member of Council shall be paid to them.
- b) Any equipment, keys, property of the First Nation shall be returned by the council member to the First Nation.

5.2 Within ten (10) working days following an election, or by-election, a meeting shall be held between former and new Council members at which the following shall occur:

- a) The former members of Council shall make an oral report and deliver any information in respect of their office and portfolio responsibilities to members of the new Council;
- b) Former Council members will receive a Council honourarium for this meeting as established by the new Council.

5.3 Within ten (10) working days following an election or by-election, a meeting of the Council shall be held at which the following shall occur:

- a) The responsibilities, duties, and authorities of each member of Council shall be put on the agenda for discussion.
- b) Band Council resolutions shall be passed for bank signing authorizations.
- c) Portfolios will be assigned to each Councillor as appropriate depending on such factors as experience and education. Where Council is not able to agree on the portfolios to be exercised by a councillor, the matter shall be decided by the Chief who shall assign portfolios to each councillor as appropriate.
- d) A swearing in and oath of office ceremony shall be conducted where each member of Council shall swear or affirm by the oaths and codes of office and the principles of understanding, as set out in Appendix 1.
 - I. Oath of Office
 - II. Oath of Confidentiality
 - III. Principles of Understanding
 - IV. Code of Conduct and
 - V. Code of Ethics.
- e) The Council will determine the date and time of regular Council meetings for the year.

6. COUNCIL ORIENTATION:

Following the election of a new Council, the first meeting will establish an agenda for a Council orientation workshop, which shall be held within two (2) months of commencement of the new Council term. Attendance at this orientation is mandatory.

Council's orientation shall include an overview of:

- a) Roles, responsibilities, and duties;
- b) Working relationships with administration and the bands governance structure;
- c) Conduct and procedures for meetings
- d) Bylaws, policies, strategic plans, status of band business and current issues; and,
- e) A framework to begin strategic planning in order to set direction, priorities, and objectives for the term.

7. CHIEF AND COUNCIL ROLES AND RESPONSIBILITIES:

The Chief's primary role is official spokesperson for the First Nation; to ensure the health, safety, and protection of all Wahnapiatae First Nation's members; to work with other members of Council, and receive members' concerns/issues and advocate for their interests and to provide advisory support to the Executive Director between Council meetings.

The entire Council's role is to:

- a) act as the political representatives of the First Nation and its membership;
- b) act in the best interests of all the First Nation's members and to advocate for the First Nation needs and concerns;
- c) exercise law making authority in appropriate situations including: public safety, protection of assets and resources;
- d) initiate, contribute to the development of, review, adjustment, and approval of strategic plans, goals, objectives;
- e) monitor, amend and approve financial budgets of the First Nation;
- f) provide policy direction for the operations of the First Nation including review, amend, and approve policies and regulations designed to improve the administration, finance, security, comfort, and development of the First Nation and its members;
- g) oversee the effective and efficient operations of its programs and services while not interfering with the First Nation's day to day operations; and
- h) ensure that the First Nation and its entities are operating in a legal, ethical, moral, and safe manner.

7.2 Negotiations with Industry or Government:

The Council will direct the development of an appropriate Terms of Reference to guide negotiations, which may include the signing of a confidentiality agreement and/or the requirement for the development of a confidentiality agreement to be signed; appointment of a negotiator; appointment of legal counsel, including the need for solicitors' certificates; minutes of meetings to be presented to and approved by Council; and milestone thresholds for which membership approvals must be sought including information sessions and community consultations.

7.3 Standing Committees:

The Council will annually review existing committee Terms of Reference and determine if additional standing committees are required, and direct the development of appropriate Terms of Reference outlining any delegated authority for those committees – this may include, by is not limited to, Housing, Finance, Human Resources, Economic Development, Lands Management, Sustainable Development, and others as may be necessary. The Council may wish to establish ad hoc committees including the Terms of Reference for a specific task whose mandate would expire at the completion of the task.

7.4 Appointments to External Boards and Committees:

The Council will review annually existing and known appointments to external boards and committees including those which may have been assigned to staff members. These appointments may be assigned consistent with the portfolio assignments if Council / political representation is required.

7.5 Chief and Council Communication:

The Chief may correspond with Federal/Provincial/Municipal Government, Industry Corporate Presidents/Vice-Presidents, First Nation Political Leaders, and/or representatives including Ministers, and ensures the Council receives copies of all such correspondence at the next regular scheduled meeting. The Chief and Councillors must provide prior notice to Council if and when addressing the media on any Wahnapiatae First Nation matter. The Council will cause an external meeting protocol to be developed, outlining authorities and permissions of leadership to attend and participate in, including the identification of necessary support staff.

7.6 Wahnapiatae First Nation Strategic Plan:

The Council will annually review the existing Wahnapiatae First Nation Strategic Plan and commit to the furtherance of its goals and objectives.

7.7 Law-making Authority:

The Council has authority to make by-laws and laws as outline in the *Indian Act* and any other enabling legislation.

7.8 Council Honourarium

The Council meeting honourarium is for the time Council members take to attend Council/portfolio/membership/external meetings on behalf of Wahnapiatae First Nation. If the Council receives a honourarium payment from the host of a meeting, that payment must be returned to the Wahnapiatae First Nation. The honourarium meeting rate is as follows:

0-4 hours	\$200.00
4-6 hours	\$250.00
Over 6 hours	\$300.00
Over night	\$400.00

7.9 Executive Director

The Executive Director is responsible for the administration of the Band, including:

- a) Overall management of all operations, programs, services, personnel and finances of the First Nation under the direction Council;
- b) Develop and implement appropriate financial, administrative, personnel and human resource policies and procedures;
- c) Develop, manage and monitor all budgets, spending and capital assets of the First Nation;
- d) Review the effectiveness of the administrative/financial operations, plans, policies, procedures, reporting and coordinates the implementation of appropriate revisions where necessary;
- e) Attend Council meetings and provide updates, reports and recommendations as required on a regular basis;

- f) Provide guidance, support and coordination to all departments and program managers;
- g) Other matters as directed by Council.

7.10 Executive Assistant

The Executive Assistant is responsible for providing assistance to the Council, and is responsible for all minutes, recordkeeping, and the coordination of all communication with Council.

8. MEETINGS OF THE COUNCIL:

Council shall make its decisions at duly-convened meetings of Council.

8.2 Types of Meetings

- a) **Regular Meetings of Council:**
Regular meetings of Council are generally held every second Tuesday of each month or other period identified by the Council. Members may request a matter be placed on the regular Council meeting agenda provided that he or she has arranged with the Executive Assistant to have the matter put on the agenda seven (7) calendars days' in advance of that meeting. The member may only have ten (10) minutes to address their matter. Only the Council are participants with the advice and input of the Executive Director and on an "as-needed" basis invited advisors.

- b) **Leadership Working Meetings**

Leadership Working Meetings are held among Council with the Executive Director and other advisors to discuss issue(s) which may help form a decision of Council. Alternatively, Council may communicate by email and have discussion of the issue(s) in preparation of duly-convened Leadership Working Meetings of Council. Leadership Working Meetings are not open to the members, nor are minutes of the meeting taken.

- c) **Special Meetings of Council**

Special Council Meetings may be called by the Chief or a majority of members of Council. Notices, agenda, motions, and minutes are as outlined

in this policy. The Executive Director when requested to do so in writing or by email by the chief or a majority of the members of Council – may, at any time, call a special meeting of the Council. Generally, only Council, with the assistance of the Executive Director and advisors, are participants at these meetings. Council may decide to open special meetings of Council to the membership.

All matters on the agenda of any regular, special meeting of Council or leadership working meetings, or General membership meetings will be open for discussion.

8.3 Notice of Meetings

- a) The Executive Director shall prepare an annual schedule of regular meetings of Council and post this at public locations in Wahnapiatae First Nation;
- b) The Executive Director shall give at least twenty-four hours' advance notice of the day, hour, and location of any special meeting of chief and council if that meeting is open to the membership;
- c) The Executive Director shall ensure that each member of the Council has four (4) days advanced notice of the day, hour, and place of any meeting; and,
- d) At least four (4) days prior to meeting an agenda and accompanying materials must be provided to Council by the Executive Director.

8.4 Agenda

Prior to every Regular Council, leadership working, Special meeting of Council, or General Membership Meeting, the Executive Director shall prepare an agenda and supporting materials of all business to be brought before the Council at such meeting.

The agenda and supporting materials shall be brought and/or sent to the Council no later than four (4) days before a meeting. Items brought forward after the agenda is distributed will be discussed to determine if it should be added to the agenda.

The order of business at each regular meeting shall be as follows:

- a) Opening Prayer;
- b) Reading and Adoption of Agenda;
- c) Declaration of Conflict of Interests;
- d) Reading (amending, if any) and Adoption of the Previous Meeting's Minutes
- e) Old Business and Business Arising;
- f) Hearing of Deputations at Regular Council Meetings;
- g) Chief and Councillor Reporting;

- h) Executive Director Reporting;
- i) Presentation and Consideration of Committee Reports;
- j) Presentation of Correspondence and Petitions;
- k) New Business;
- l) Next Meeting / Future Meetings; and,
- m) In-Camera Session;
- n) Adjournment

8.5 In-Camera Matters

Some matters discussed at the regular or special Council meetings will be of sensitive and confidential nature and should be kept confidential. In-camera items include the following topics:

- a) Discussion on the status and content of negotiations, sensitive business matters, and engagement with industry;
- b) Discussion on any litigation, pending litigation and legal matters;
- c) matters where Council are bound to confidentiality;
- d) Discussion with respect to personnel, such as disciplinary actions and Human Resources issues;
- e) members, the Band, or Band-owned business; and/or,
- f) Discussion of any criminal matters and/or disciplinary matters as it relates to Council and community members.
- g) Specific member requests where the member or party is identifiable and not consented to release their information;

The Council may declare a meeting or part thereof to be "in-camera" and not open to the public. No member of Council shall disclose content of a matter or deliberations of an "in-camera" matter, except as authorized by Council.

The minutes of "in-camera" matters will indicate *in camera* with the *in-camera* minutes kept in a secure place for future reference. The Executive Assistant is responsible for keeping the *in camera* notes in a confidential and secure place. These shall include the discussion topic and the decision made only.

9. ORDER AND PROCEEDINGS:

9.2 Quorum

Any three (3) members of Council excluding the chief shall constitute a quorum for a regular or special meeting of Council.

9.3 Attendance

- a) There must be a quorum of Council to have a meeting in which decisions are made.
- b) The members of Council must attend meetings unless excused by the Chief or a majority of Council.
- c) If quorum is not achieved within half an hour (30 minutes) after the appointed time for the meeting, the Executive Assistant shall call the roll and take the names of the members then present and the Council shall stand adjourned until the next meeting.
- d) Attendance is to be recorded in the minutes.

10. MINUTES:

- a) The Council shall ensure that written minutes are taken of the proceedings of all meetings of the Council and General Membership meetings;
- b) The Executive Assistant will be responsible for taking minutes at all meetings;
- c) The Executive Assistant shall ensure that the minutes are kept in a secure location;
- d) The minutes shall be approved by Council at their next meeting, such that Regular Council Minutes are to be adopted at Regular Council meetings, Leadership Working Session Minutes for those meetings and so on;
- e) The minutes shall be made available to Band members to review who request them or posted at public places so Band members can know their contents; and,
- f) Minutes of in-camera meetings will not be posted but will remain sealed in a secure location.

11. DECLARING CONFLICT OF INTEREST

In addition to declaring any conflicts of interest at the beginning of each meeting, each member of Council is required to abide by the Wahnapiatae First Nation Conflict of Interest Policy as adopted by Chief and Council on October 18, 2011, and any subsequent amendments. See Appendix V.

12. CHAIR

The Chief will chair all meetings. In the event that the Chief is not present, a majority of Council will select a chair to preside over that meeting during the Chief's absence.

13. MAKING MOTIONS:

All motions brought forth by Council members should be submitted in writing before being presented at a Council Meeting for decision. Alternatively, a Council member can present a motion orally following the discussion.

14. VOTING:

Voting shall be called after a matter has been moved and seconded. A vote may be conducted by show of hands, verbal response or secret ballot at the discretion of the Chair.

The Chair of a Council meeting only votes in the event of a tie in votes cast among Councillors, otherwise decisions of Council are carried by a majority of Councillors.

A carried motion is a decision of Council and such decision comes into effect the moment the motion is carried unless stated otherwise.

15. ABSTENTIONS

A member of council has a right to abstain and cannot be compelled to vote. They also have a responsibility to abstain in regards to matters in which they have a conflict of interest. Abstentions are counted and noted, but not as a "yes" or "no" vote and do not effect the voting result. Abstentions have no effect on quorum. If for example two members of council abstain, the approval requirement on an issue is now two out of the remaining three instead of three out of five.

16. GENERAL MEMBERSHIP MEETINGS

16.1 Notice - At least fourteen (14) days' prior written notice of a General Membership Meeting must be given to membership. A General Membership meeting shall be held at least semi-annually including one meeting no later than December 15 of each year and one meeting within sixty (60) days of Council receiving the First Nation's annual

audited financial statements, to have the Auditor present and answer questions concerning the Annual Audited Financial Statements.

16.2 Quorum - at a general membership meeting quorum will be achieved if a minimum of seven (7) percent of the voting age members are present at the start of the meeting. If quorum is not present within half an hour (30 minutes) after the appointed time for the meeting, the Chief shall call the roll and take the names of the members then present and the Membership Meeting shall stand adjourned until the next meeting.

16.3 Council Responsibility – At General Membership meetings council:

- a) must be in attendance;
- b) shall preside over General Membership meetings.
- c) may report on matters of public interest;
- d) may consult with Band members on initiatives of the First Nation;
- e) each Councillor must provide a report to the membership on his/her portfolio;

The Executive Director will be in attendance to provide technical support.

16.4 Agenda

(a) A band member may request that the Executive Assistant place a matter on the agenda of a General Membership meeting at least thirty (30) calendar days in advance of the General Membership Meeting.

(b) Where a band member has a matter put on the agenda he or she shall have ten (10) minutes to read and present his or her statement at the General Membership Meeting;

16.5 Motions – At all general membership meetings:

(a) If a band member wishes to bring forth a motion they must do so in writing and must first submit it as an agenda item in accordance with 16.4 above;

(b) The motion shall be read aloud at the General Membership Meeting;

(c) Fifty-one (51) percent of the members present must vote in the affirmative on any motion brought forward in order to be considered by Council;

(d) All motions carried at a general membership meeting are not binding on the First Nation;

(e) The minutes of General Membership Meeting shall be approved by a majority of Council, signed by Council and distributed at the next General membership meeting.

17. AMENDMENTS:

This Wahnapiatae First Nation Governance Procedures Policy will be reviewed annually by the Council and comments from members will be invited and may propose changes to this policy. Amendments may be approved only through a council motion with unanimous support of all the Council. Nothing prevents the Council from proposing changes at any time. All amendments to this policy must be posted publicly within thirty (30) days after approval.

18. ADOPTED BY CHIEF AND COUNCIL

Adopted by Chief and Council by BCM #12/13-133 on December 18, 2012.

Amended by Chief and Council by BCM 19/20-049 on May 21, 2019.

Amended by Chief and Council by BCM 20/21-022 on April 27, 2020.