



## SEABIRD ISLAND

# COUNCIL GOVERNANCE MANUAL

**"To promote and provide for the physical, mental and social well-being of our community."**

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Signed by Chief <i>James Harris</i>	Signed by Councillor <i>Marcia Peters</i>

## **FORWARD**

The Seabird Island (SI) Governance Manual establishes the Model of Government and the regulations and procedures for the governance of Seabird Island by the Chief and Council.

The current regulation and procedure found in this manual are mostly derived and lifted from various documents as follows:

1. The Seabird Island's original Seabird Island Governance Model and revisions;
2. The Indian Act;
3. Aboriginal Affairs and Northern Development Canada (AANDC) - First Nations Governance Handbook - 2001:

The Seabird Island Council (1 Chief and 8 Councillors), the elected representatives of Seabird Island members, is the authorized government and legal authority on the reserve as recognized by the Canadian Government. The Council can only make decisions on areas that are delegated to it by the Indian Act. Failure to do so can result in Canada involving itself in the governing of Seabird Island until such time that self-government is established.

Council would like to give a special thanks and acknowledgment to all who participated in the drafting of this Governance Manual. Without their input, it would not be possible to draft a Governance Manual that is reflective of Seabird Island First Nation. This manual will promote the accountability and productivity of the Council, the Chief Administrative Officer (CAO), Boards, Committees, and staffs, to better serve the Seabird Island.

Any existing Governance Manual being used, which are in contradiction to this manual, are superseded. No part of this document can be altered and/or reproduced without the approval of Council. This manual shall be reviewed annually but is amended as needed.

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# **SEABIRD ISLAND CHIEF AND COUNCIL**

## **GOVERNANCE MANUAL**

### **INTRODUCTION**

The Creator gave the people of Seabird Island the right to govern its affairs, as well as the territory on which to live and which to sustain their life. The journey to create this Governance Manual has taken hard work and dedication by various Councils, over many years. It reflects the ideals of how our leaders of the past looked after their people, their land, and its resources. It sets out a path for Councils now and in the future, as they reclaim the responsibilities that were taken; including law making.

Seabird Island system of self-government includes two broad groups of jurisdictions: one of governing its people and their affairs and the other governing their land, resources, and its use. It has always been Seabird Island leader's role to work on behalf of the people that they governed, and its system of governance holds its leaders accountable to the people who are affected by their decisions. It is with these teachings and knowledge that this Governance Manual is written.

The Council of the Seabird Island is the elected officials of the Band; the role of Council is to manage the affairs of the Seabird Island as delegated under the Indian Act by the Minister of Indian Affairs and in accordance with the objectives of the Seabird Island community. The Seabird Island Land Code grants Council the powers to make laws over reserve lands, the Seabird Island Membership Code determines who is eligible to be a member of Seabird Island and the Seabird Island Election Code governs how members of Council are elected. The making of law is arguably the most important activity of government. So that the task of Council is made relatively easy; enduring laws, bylaws, and policies are adopted by the Seabird Island.

The Band Council is entrusted by the Band Membership to represent the Seabird Island's political views and aspirations at the Reserve, District, Provincial and National levels. The Band Membership also holds Council accountable for the actions of the Band Administration or any of Council's committees, boards or any other Council authorized entity. Ultimately, Council is answerable to the Band Membership and the Minister of Indian Affairs.

At the beginning of each term, the Seabird Island Council is for this reason required to swear an oath of service to Seabird Island for its welfare and advancement.

This Governance Manual sets forth the principles and procedures to guide behavior or actions of Seabird Island's Chief and Council Members, the Chief Administrative Officer (CAO), Committees, Boards and Staff. The governance process clearly identifies, describes and defines the respective

roles and responsibilities of the Chief and Council, the CAO, Committees, Boards or any other Council authorized entity.

The Council's foremost responsibility of transparency and financial accountability can be primarily achieved by establishing Laws, Plans, Budgets, Policies and Procedures. The most critical task the Council faces in the governance process is the precise delegation of responsibility to the CAO/Directors, Committees, and Boards, which in turn will clearly establish accountability to the Council.

The end result of the foregoing will be the establishment of an organization specifically designed to implement the Council's Mandate. This process will facilitate working in harmony within the organization that will inevitably determine the success of the Council's mandate of meeting the expectations of Seabird Island Members.

This governance model establishes that the process of delegating responsibility throughout the entire organization simultaneously establishes on an individual and collective basis the authority and financial accountability of all interested parties without exception.

The Council's authority is delegated at its discretion, knowing full well that the Council is still responsible for that authority. The Council retains the right to revoke any delegated responsibility.

The adopted Laws, Plans, Policies, and Procedures are not intended to be seen as cast in stone. They are a work in progress requiring immediate attention in the event of identified need to do so. Therefore, continuing review by all interested parties, the Council, CAO, and Members is an absolute necessity and a primary responsibility of all concerned.

## Seabird Island Governance Manual

### 1.0 TITLE AND PURPOSE

- a. The title of this document is the Seabird Island Council Governance Manual
- b. The purpose of this Governance Manual is to set out the rules and procedures by which the Seabird Island Council carries out its elected duties.

### 2.0 DEFINITIONS

In this Manual Process:

"Aboriginal Rights" means practices, customs, spirituality, governance and traditions unique to First Nations that First Nations participated in prior to contact. i.e., right to fish, hunt, trade, gather plants, and medicines. These rights are constitutionally protected and cannot be extinguished.

"Aboriginal Title" means aboriginal right to the land itself.

"Accountability" means to give a rational explanation. To be responsible, answer with/for one's actions; to those who are affected by Council's decisions.

"Apparent Conflict of Interest" See Appendix 1 - Schedule 1 Avoiding and Mitigating Conflicts Of Interest

"Authority" means the right to act.

"Band" means Seabird Island

"Council" means the Chief and Council of Seabird Island.

"Conflict of Interest" means a personal interest that conflict with a public or fiduciary interest. See Appendix 1 - Schedule 1 Avoiding and Mitigating Conflicts Of Interest

"Censure" The motion to censure is an exception to the general rule that "a motion must not use language that reflects on a member's conduct or character, or is discourteous, unnecessarily harsh, or not allowed in debate." Demeter's Manual notes, "It is a reprimand, aimed at reformation of the person and prevention of further offending acts."

Serious grounds for censure against presiding officers (chairmen, etc.) are, in general: arrogation or assumption by the presiding officer of dictatorial powers - powers not conferred upon him by law-by which he harasses, embarrasses and humiliates members; or, specifically: (1) he refuses to recognize members entitled to the floor; (2) he refuses to accept and to put official motions to vote; (3) he refuses to entertain appropriate

appeals from his decision; (4) he ignores proper points of order; (5) he disobeys the bylaws and the rules of order; (6) he disobeys the assembly's will and substitutes his own; (7) he denies to members the proper exercise of their constitutional or parliamentary rights.

More serious disciplinary procedures may involve fine, suspension or expulsion. In some cases, the Council may declare the chair vacant and elect a new chair, or a motion can be made to rescind the election of an officer.

"Delegate" means to commit or entrust powers, the authority to another as an agent or representative.

"Efficiency" means the productive of results with minimum effort, expenditures of funds and resources in a sustainable manner.

"Effectiveness" means the producing or adopted to produce the pro.

"Ex Officio" a member of a body (committee etc.) by virtue of being on Council;

"Extended Family" means, in respect of an individual, the individual's immediate family, aunts, uncles, and cousins.

"Evaluate" means to find or determine the amount, worth, etc.

"Family" see Immediate Family and Extended family.

"Fiduciary" means a person who is required to act for the benefit of another person on all matters within the scope of their relationship, and one who owes to another the duties of good faith, trust, confidence, frank, open and honest. Is a trustee.

"Fiduciary Duty" means a duty that arises in the context of trust. Where one party has placed its "trust and confidence" in another and the latter has accepted, expressly or by operation of law, to act in a manner consistent with the reposing of such "trust and confidence," a fiduciary relationship has been established. The Supreme Court of Canada set out a three-part test for the establishment of fiduciary duty in *Frame v. Smith*:

1. Whether a person may exercise some discretion or power;
2. Whether that person can unilaterally exercise that power or discretion so as to affect the legal or practical interests of another person; and
3. Whether the latter person is peculiarly vulnerable to or at the mercy of the person holding the discretion or power.

Note: The relationship between band Council and band members clearly satisfies the three-part test in *Frame v. Smith*. The courts over the years have strictly enforced "no conflict" and "no profit" principles of Fiduciaries.

"Goal" means something toward which effort or movement is directed, an end or objective.

"Gross Misconduct" means theft or falsification of records, willful destruction of the Seabird Island's property, or endangering the safety of any Seabird Island Member through incompetence or negligence of a Council member. Misconduct in the workplace falls under two categories. Minor misconduct is seen as unacceptable but is not a criminal offense (e.g. being late). Gross misconduct can lead to dismissal, (e.g. stealing or sexual harassment).

"Immediate Family" means an individual's spouse (including domestic partner and or "common-law" spouse), parents, grandparents, children (including adopted or traditionally adopted children or those living in the family as children), grandchildren and siblings and great-grandchildren.

"In-camera" means in the absence of the public or in private; is Latin for "in chambers,"

"Malfeasance" means an act carried out by a public official that cannot be legally justified or that it conflicts with the law.

"Manage" means to control or guide the operation or performance of;

"Manager" means to one who manages, especially one who directs or controls an enterprise, business, or institution.

"May" means a course of action which will be considered after further deliberation.

"Nepotism" means favoritism shown by somebody in power to relatives and friends, especially in appointing them to good positions.

"Objective" means pertaining to a goal or end; objective position; that which is striven for or aimed at.

"Private Interest See Appendix 1 - Schedule 1 Avoiding and Mitigating Conflicts Of Interest

"Productive" means producing or tending to produce profits or increase in the quantity, quality or value.

"Responsibility" means that for which one is answerable, a duty or trust.

"Shall" means a required course of action.

"Should" means a desirable course of action.

"Strategic Plan" means a plan or technique for achieving some end/result(s).

"Supervisor" means to have charge of directing employees.

"Tactical Plan" means any maneuvering or skillful management to gain an objective.

"Team" means an employee devoted to teamwork rather than individual achievement.

"Transparency" means the quality that makes something obvious or easy to understand as in the transparency of their motives, in the way the government operates.

"Will" means a course of action currently anticipated.

## **PART I**

### **SEABIRD ISLAND GOVERNANCE**

#### **3.0 THE BASIC FOUNDATION OF OUR GOVERNANCE**

- a. Seabird Island government structure is that of a Chief and Council elected by eligible voters of Seabird Island.
- b. Seabird Island's Chief and Council will establish and abide by this governance model which holds them accountable to the people who are affected by their decisions. It will achieve good governance by ensuring:
  - i. Being committed to elected position;
  - ii. That all members have the opportunity to improve and maintain their well-being, contribute and have a voice by participating in the Annual Strategic Plan;
  - iii. That it will be transparent;
  - iv. That information is easily and freely accessible to all the members;
  - v. To be responsive by assuring that everyone will be able to participate and have their concerns considered and valued;
  - vi. The best use of all our resources and to protect our land, water, air and all our environment;
  - vii. To serve the best interest of the whole community, including their Rights and Title;
  - viii. To protect Rights and Title;
  - ix. The Council and Community members know and understand our history, culture, and language and acknowledge and practice aboriginal rights and title.
  - x. That human rights are protected, and our actions follow the rules of law.
  - xi. Governance Process - The Council determines its accountability and specifies its job. The effective design of its own Council processes ensures that the Council will fulfill its responsibilities.

- xii. Ends - The Council defines which human needs are to be met, for whom, and at what cost (Ends). Written with a long-term perspective, these Mission related laws; policies and procedures are based upon the Council's long-range Vision.
- xiii. CAO Limitations - The Council establishes the boundaries of acceptability within which methods and activities can responsibly be left to the CAO. These limiting policies apply to the CAO's responsibilities and those of the staff. i.e., present rather than future results.
- xiv. Council-CAO Linkage/Delegation - The Council defines the manner in which it delegates authority to the CAO as well as how it evaluates the organization's performance in regards to Council's specified policies and CAO's limitations.
- xv. The Council Governs and The Management Manages.

#### **4.0 NINE PRINCIPLES OF SEABIRD ISLAND GOVERNANCE**

**Principle 1 Trust**

The Council's fiduciary responsibility is to govern on behalf of Seabird Island Members who are not at the Council table.

**Principle 2 The Council speaks with one voice or not at all.**

The power of Council or Councillors is not as individuals but as a group, entrusted by Seabird Island members with authority to govern and lead the community and organization.

**Principle 3 The Council's decisions will be made predominantly by law, policy and procedure and decisions will be approved by motions.**

This Governance model defines laws, policy, and procedure as the value or perspective that underlines action but goes on to establish strict rules as to its meaning.

**Principle 4 The Council will define and delegate.**

The Council needs to define laws, policies, procedures, community plans, organization plans, and management plans before delegating responsibility.

**Principle 5 The Council governs the organization by defining the authority of the CAO - staff, committees and boards and monitoring their performance.**



The Council will develop codes, laws, bylaws, policies, procedures and/or terms of reference for defining these authorities.

**Principle 6      The Council will develop a linkage with management that is both empowering and safe.**

- a. The most important task of the Council is its choice of CAO, but the establishment of an effective relationship between the Council and the CAO is even more important.
- b. The Council will establish a balance between delegating too little or too much authority to its CAO.
- c. The Council and the CAO constitute a leadership team.
- d. The Council expects a professional performance, honesty and trust from its CAO as he/she fulfills the directives of the Council.
- e. The Council will be clear about its directives, rules and to abide by them.

**Principle 7      The Council will develop a linkage with committees and boards that is both empowering and safe.**

- a. The establishment of an effective relationship between the Council and its Committees and Boards is important.
- b. The Council will establish a balance between delegating too little or too much authority to its Committees and Boards.
- c. The Council and its Committees and Boards constitute a different means than the management of achieving the Council's mandate.
- d. The Council has the right to expect a professional performance, honesty and trust from its Committees and Boards.
- e. The Council will be clear about its rules and to abide by them.

**Principle 8      The performance of the CAO, committees, and boards, must be monitored, and their performance evaluated rigorously but only against Council's laws, policy, procedures, plan criteria, and directives.**

- a. The Council directs its CAO, committees, and boards to achieve results and monitors their performance.

**Principle 9      The Council will explicitly design its results and process.**

- a. This Governance model allows the Council to address itself directly to such issues as:

- i. Whom does the Council represent?
- ii. How will Council maintain contact with Seabird Island Membership?
- iii. What are the results that the Council itself exists to produce?
- iv. How will the Council define the role of the Chair?
- v. Under what circumstances will the Council use committees and boards?
- vi. How will the Council define its role?
- vii. How governance process, laws, policies and plans answer these questions?
- viii. How does Council hold itself and its members accountable?
- ix. How it monitors and evaluates the performance of its self, its committees, boards and the CAO.
- x. How does Council monitor its decisions?
  - a. Regular evaluation of governance performance against the defined principles, and relative to general good governance standards, is necessary to ensure continuous improvement and the highest standards.

## **5.0 EIGHT STEPS TO IMPLEMENTING GOOD GOVERNANCE**

1. Be sure that the Council Members, CAO, staff and community members understand good governance is achieved through; knowledge of their specific roles and responsibilities, effective communication, mutual respect, fairness, and integrity.
2. Make a full Council commitment to the Governance Manual through a page by page review of it at the start of each term of office and the signing of the Oath of Office. The Chief will ensure that the Oaths are signed at the beginning of elected terms.
3. Put the Council's commitment to move ahead on the record, using the appropriate Council motions.

4. Ensure that the CAO, Committees, Boards, and staff follow the direction of the motions,
5. Annually adopt or review Council's Mandate, Mission and Vision Statements to ensure that codes, laws, plans, and policies are updated and included in this manual.
6. Create codes, laws, plans, and policies that are legal and culturally sensitive.
7. Implement methods that encourage Seabird Island Members to take part in the governance process.
8. Ensure that Seabird Island members are treated with respect, fairness, and integrity.

## **6.0 SEABIRD ISLAND MEMBERS PARTICIPATION**

- a. Seabird Island members have the right to participate in the decision-making process by writing to Council or committees, by asking questions at designated meetings, submitting a public petition, or by making a public presentation; on issues, bylaws, and proposed developments.
- b. Public presenters to Council or committees must:
  - i. Speak respectfully about anyone;
  - ii. Not use offensive language;
  - iii. No one may use a recording device or cellular telephone, during the meeting, and anyone who brings one to a meeting must turn off the ringer; and
  - iv. Obey the procedures of any Chair's ruling.
- c. Time allotted for public presentations.
  - i. Unless otherwise decided, a public question or presentation has five-minutes.
  - ii. After the public presentation, a committee member and any other Council member present at the committee meeting may ask the presenter any relevant questions for up to five minutes.
- d. All communications about the matter on the meeting agenda that the Council's Executive Assistant receives become part of the public record.
  - i. All communications are available to members and the public before the meeting or, if necessary, distributed directly to members and the public during the meeting.

- e. Requirements for communications given to Council, a committee or the Executive Assistant -All communications must:
  - i. Be delivered in person or sent by regular mail, e-mail, or fax;
  - ii. Be addressed to Council, a committee, or to the Executive Assistant;
  - iii. Be legible; Include the name and the mailing address or the telephone number of the author;
  - iv. Be in reproducible format; and
  - v. Not be defamatory or contain offensive language.
- f. Personal information and opinions in communications are part of the public record unless the author of the communication requests the removal of his or her personal information when submitting it, or the Executive Assistant determines the personal information contravenes the Personal Information Protection and Electronic Documents Act (PIPEDA).

## **7.0 GOVERNING STYLE**

- a. The Seabird Island's Chief and Council (Council) will govern with an outward vision, encouragement of diversity in viewpoints, strategic leadership, a clear distinction of Council and the CAO's roles, and collective rather than individual decisions.

The Council will:

- i. Foster, develop and support a sense of group responsibility. The Council will be responsible for excellence in governing. The Council will use the expertise of individual members to enhance the ability of the Council as a body.
- ii. Recognize the viewpoint of individual members of the Council. Each member, in turn, acknowledges his/her responsibility to represent the Seabird Island's Community members as a whole in making decisions.
- iii. Direct, control and inspire the organization through the careful establishment of the broadest written laws, plans, and policies reflecting the Council's and member's values and perspectives. The Council's major focus will be on the intended long-term impacts outside the operating organizations.
- iv. Impose upon it whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, confidentiality, law and

policy-making principles, respect of roles (e.g. protocol), speaking with one voice, conduct, malfeasance and ensuring the continuity of governance capability. The Council will allow no officer, individual or sub-committee to hinder or be an excuse for, not fulfilling its commitments.

- v. Monitor and discuss the Council's process and performances at each meeting. Self-monitoring will include a comparison of Council activity and discipline to rules in the Governance process and Council-employee relationship categories. Continual Council development will embrace periodic Council discussion of process improvement including the orientation of new members in the Council's governance process.

## **8.0 COUNCIL MEMBER'S CODE OF CONDUCT**

- a. The Council commits itself to ethical and businesslike conduct, including the proper use of authority when acting as per this Governance Manual.
- b. Council members must represent the unconflicted loyalty to the interests of the Seabird Island members. This accountability also supersedes any conflicting loyalty such as that to advocacy or interest groups and the membership on other Boards, Councils, Committees or Staffs. This accountability also supersedes the personal interest of any Council member benefiting from the organization's services.
- c. Council members will not attempt to exercise individual authority over the organization except as explicitly outlined in this Governance Manual.
- d. Council members' interaction with Seabird Island membership, the public, press or other entities must recognize the same limitation and the similar inability of any Council Member to speak for the Council, without prior approval.
- e. Council Members will respect the confidentiality to issues of a sensitive nature.
- f. Council Members are expected to conduct business in a fair and consistent manner and serve as a positive role model.
- g. Council members may not use Council information for their direct benefit or advantage. This requires that information is kept confidential whenever required in the best interests of the organization.
- h. Handling Complaints - Council members recognize that being an elected Councilor involves receiving a wide variety of complaints from many different sources. Councillors are cautioned not to try to resolve complaints as an individual Councilor but, instead to direct them to the appropriate level or channel for resolution.

- i. The Councillors' Differing Hats - At times, a Councillor will see himself or herself as an individual affected by policy or actions. It is well to remember; however, that other people may still view the Councillor, his or her actions or words, as being those of a Councillor. In other words, the "hat" one is wearing depends on the perception of others rather than one's own wish or perception.
- j. Comply with Canadian, British Columbia Provincial laws, acts, or any other applicable Seabird Island laws, policies, codes, manuals and any applicable standards;
- k. Act honestly, in good faith and the best interests of Seabird Island;
- l. Exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- m. Avoid conflicts of interest and comply with the requirements of the Schedules of the Seabird Island Financial Administration Law: Avoiding and Mitigating Conflicts of Interest, including required disclosures of private interests.
- n. If it has been determined under this Law or by a court of competent jurisdiction that a Councillor has contravened this section, Council must post a public notice of the details of the determination for a period of not less than thirty-one (31) days as soon as practicable after the contravention was determined and Council may, by resolution:
  - i. Remove the Councillor from their portfolio;
  - ii. Withhold the Councillor's honoraria for a period of time;
  - iii. Record the Council's displeasure in the Council minutes; and
  - iv. Take any other appropriate action authorized under the Governance Manual, or any other Seabird Island Code, law or policy.

## **9.0 CONFLICT OF INTEREST**

- a. Council Members shall refrain from dealing with matters in respect of which they have a personal or other interest. It is not part of their role that Councillors be personally interested in issues that come before them beyond the interest that they have in common with the other members. Where such an interest is found, both at common law and by statute, a member of Council is disqualified if the interest is so related to the exercise of public duty that a reasonably well-informed person would conclude that the interest might influence the exercise of that duty.
- b. Council members, in exercising their powers and performing their duties will:

- i. Act honestly and in good faith and the best interests of the Community; and
  - ii. Exercise the care, diligence, and skill of reasonable, prudent persons.
- c. A conflict of interest is deemed to be a situation in which a Council member:
  - i. Has a direct or indirect interest in an existing or proposed contract or other transaction with the Council;
  - ii. Holds any office or possesses any property whereby, directly or indirectly, duty or interest might be created to conflict with his/her duty or interest as a member;
  - iii. By virtue of a personal, professional or family relationship may be seen to be in a position which may conflict with a duty or interest of a member;
- iv. By virtue of his/her, employment may be seen to be in a position which may conflict with his/her interest or duty as an employee: (remove section after 2017 election)
  - a) If a Councillor is an employee of Seabird Island, he or she must temporarily withdraw from all Council discussions and decisions about employee issues; or
  - b) The employee may participate in discussions and/or provide a written or verbal report, but not vote on resolutions, relating to personnel issues for the staff of a related department or program but may participate in discussions as a representative of their department if invited to do so.
- v. By nepotism. Council members shall not use their political power to coerce or influence the decision of another member of the Council, staff or Seabird Island members so as to further their private interests or that of his / her immediate family or friends.
- vi. Council members will abstain from coercing, manipulating, misleading or fraudulently influencing:
  - a) Other Council members;
  - b) SI members;
  - c) SI staff; and

d) Other external agencies

- d. The Council member shall be required to declare the nature and extent of any conflict of interest at the first meeting after the relevant facts come to the member's attention. (see Appendix 1)
- e. A Council member shall not vote in respect of the approval of any contract or transaction in which the member is directly or indirectly interested, or in respect of any matter whereby a conflict of duty or interest may arise by virtue of the member's holding of any office or possession of any property, or by virtue of a personal or family relationship.
- f. Where a Council member attends a meeting in which a vote is taken on a matter in which he or she has a conflict of interest, the member must leave the room during discussion and voting on the matter, but the member may be counted in the quorum present at the meeting of the Council. The Council will decide if a person is or is not in a conflict and record their decision. The remaining members of Council shall be deemed to constitute a quorum of Council if there are not fewer than two.
- g. Every Council member who is in a conflict of interest referred to in this section (9.b.ii) must account to the Council for any profit made as a consequence of the Council entering into or performing a proposed contract, transaction or arrangement, unless:
  - i. The Council member discloses his or her interest as required by Subsection (9.c.iii);
  - ii. The Council member's disclosure regarding the proposed contract, transaction or arrangement is approved by the members; and
  - iii. The Council member abstains from voting on the approval of the proposed contract or transactions; or
  - iv. The Council member makes a disclosure at the first meeting after the relevant facts come to his or her knowledge and the Council, by resolution, reconfirms the contract, transaction or arrangement or waives the necessity of disclosure considering all the circumstances.
  - v. Anyone knowingly failing to disclose a conflict of interest will make any decision null and void.



## **PART 2**

### **GOVERNANCE PROCESS**

#### **10.0 MANDATE**

- a. The Seabird Island Council's mandate is: **"To promote and support the physical, mental and social well-being of our community."**
- b. The Seabird Island Council will provide comprehensive, high-quality programs and services, fairly and equitably for the members of its community. It will be responsive to Seabird Island members' concerns to local need and be accessible to its members.
- c. The Seabird Island Council will provide services to other First Nation communities without jeopardizing the level of service to their members and at no cost to the Band.
- d. The Seabird Island Council will establish an annual budget that will be monitored to ensure that it follows the strategic plan. Council will operate within its operating budget.
- e. In order to do the above, Council will:
  - i. Maintain mechanisms to ensure community input.
  - ii. Keep its technology as up-to-date as possible.
  - iii. Hire and maintain a highly qualified staff.
  - iv. Support and encourage the training, mentoring and employment of Seabird Island members.
  - v. Cooperate with other organizations and promote partnerships to make the best possible use of available resources.
  - vi. Support and promote by all possible means both the importance and practice of the member's culture.
  - vii. Gather and maintain the census and other vital statistics regarding programs and services.
  - viii. Establish an annual budget that will be monitored to ensure that it follows our strategic plan.

- ix. Ensure professional standards are followed.
- f. The benefits that will derive from Council's services will be:
  - i. Better communication between the Seabird Island Council and Seabird Island members will be a priority.
  - ii. Employees will be challenged.
  - iii. A stable, professional workplace will exist.
  - iv. Seabird Island members will be aware of opportunities that exist.
  - v. Seabird Island members potential will be maximized.

## **11.0 ROLES AND RESPONSIBILITIES OF COUNCIL**

- a. In exercising their authority, the Chief and Council collectively serve in governance roles, including but not limited to:
  - i. Representative role
  - ii. Law-making role
  - iii. Policy-making role
  - iv. Planning role
  - v. Monitoring role
  - vi. Wealth Creation
  - vii. Protecting land and resources
  - viii. Are the Fiduciaries to the band and band members
- b. The role of the Seabird Island's Council is to provide good governance and leadership for the members and is responsible for Seabird Island's:
  - i. Codes, Laws, bylaws, and policy-making
  - ii. Programs and services
  - iii. Economic opportunities

- iv. Financial stability
  - v. Culture and language
  - vi. Political direction
  - vii. Development of a healthy community
  - viii. Protection and defense of our rights and title
- c. The hiring of a CAO and Senior Director is a key responsibility of the Council. Council sets the duties and level of authority associated with the position.
- i. Experienced and professional managers expect to be granted a certain degree of responsibility and autonomy and thus be able to act on behalf of the Council within approved authority.
- d. The link between the Council and:
- i. The Seabird Island member
  - ii. All "Relevant Jurisdictions."
- e. Ensure written laws and policies will broadly address:
- i. The Council must document and publish all its laws, policies, procedures and directions and make them available to any person who is required to act in accordance with them or who may be directly affected by them.
  - ii. Organizational issues, impact benefits, and outcomes.
  - iii. The CAO's limitations; i.e. the constraints which limit the CAO's authority establish the prudence and ethical boundaries within which all the CAO's activity and decisions take place.
  - iv. The Council/CAO relationship. How authority is delegated to the CAO and the proper use of this authority is monitored.
  - v. Determine, who acts as the CAO if the position is vacant or the CAO is absent for an extended period.
- f. The specific duties of Council members are to:

- i. Be fiduciaries and act with the utmost good faith toward the band and band members or beneficiaries. A fiduciary owes a duty of loyalty to his or her beneficiaries, which means to treat them equally, avoid any potential conflicts of interest and reap no personal advantage or benefit from the relationship. He or she must always act in the best interests of his beneficiaries and, when doing so, must exercise the care, skill, and prudence of an ordinary person. The fiduciary's conduct will be strictly scrutinized for compliance with his or her obligations.
- ii. Prepare in advance of Council meetings by reviewing agendas, minutes and information packages;
- iii. Inform the Council Executive prior to the start of a scheduled meeting if you are unable to attend or have to leave early.
- iv. Ensure that motions, decisions, and recommendations are congruent with the 9 Principles of Seabird Island Government adopted by the Council;
- v. Develop and establish effective communication with our members, other First Nations in the area and Local, Provincial, and Federal governments regarding our views, concerns, and priorities;
- vi. Ensure that the Chair and Co-Chair, in particular, and the Council, in general, provide regular written reports to the Seabird Island Members;
- vii. Develop and approve Strategic, Operational and Action Plans that address the Seabird Island's priorities;
- viii. Attend meetings, make presentations as required and, if delegated to do so, respond appropriately to media inquiries;
- ix. To take on the role and responsibility of portfolio positions.
- x. Vote as directed by Council when representing Council.
- x. Defining voting procedures within Council;
- xi. Approving and monitor Annual Strategic Plan;
- xii. Approving Annual Budgets and Audits;
- xiii. Confirming the surpluses are used in accordance with the Finance Policy;

- xiv. Determine how Seabird Island generated fund are used, including Future Trust Fund;and
  - xi. Ensure Council motions, resolutions, and action items are accomplished
  - xii. To ensure the health, safety and well-being of the of the neighbourhoods, the community, and organization; and
  - xiii. Attend all mandatory meetings such as; Planning, Financial - Budget, Quarterly Seabird Island Meetings and CAO's evaluation. Members need to try and schedule personal appointments around the Council's meetings.
- g. The Council is responsible for governing. The Chief and Council exercise the authority as a whole.
- i. The Chief and Council members speak as one voice.
  - ii. Individual Council members cannot make decisions nor can the chief.
  - iii. The Chief is a Council member and has limited additional powers to chair the meetings and to be the spokesperson for the political body.
  - iv. The CAO is duty-bound by what the Council says, but not by what any individual Council member says unless it's with a quorum decision.
- h. The Council will govern with an emphasis on collective leadership while acknowledging the differing viewpoints, a clear distinction between theirs and management's roles and the future rather than the past or present. The Council is responsible for the interests of Seabird Island members or the community as a whole and not special interest groups.
- i. The Council is responsible for establishing codes, laws, bylaws, plans, policies and objectives and ensuring that the CAO properly administers these. They are responsible for local administration of community services for residents on Seabird Island land, including roads, housing, sanitation, and community facilities, Seabird Island businesses and an array of health and social services or programs transferred from other jurisdictions.
- j. The Council is also responsible for the interests of Seabird Island members regarding matters affecting Rights and Title, and Seabird Island capital plus revenue funds in trust. In this respect, their jurisdiction extends to Seabird Island members who live

off the reserve. Seabird Island Councils can also deal with matters involving non-Seabird Island members with regards to law creation and policy development.

Some of the Council Powers and Authority are but not limited to:

- i. Make Codes, Laws, Bylaws, and Policy-making
- ii. Amend or change decisions based on an approved process;
- iii. Spend Seabird Island funds on behalf of the member;
- iv. Call Seabird Island meetings;
- v. Hold referendums;
- vi. Ratify laws and policies;
- vii. Remove the chairperson from a meeting for failing to fulfill the role;
- viii. Hire, evaluate and fire the CAO and Senior Director;
- ix. May sit on hiring panels for senior staff; and
- x. Establish Committees and Boards including their terms of reference and honorarium

#### **Confidentiality**

- i. Past and present elected officials are required to keep confidential information private until such time as that information is made publicly available by the Council.
- ii. The information contained in records that have not been released to the public and information discussed in closed meetings must be kept confidential until that information is released in an open meeting. The Council may recover any damages that result from an elected official, or former elected official, who intentionally disclosed confidential information.

#### **Honorarium**

- i. Determine the rate for Council honorarium, including the CAO's and staff's levels of pay, including contracts; and
- ii. Establish committee and boards honorarium.

- k. The specific work of the Council, as the local government of the members of the Band, is to ensure appropriate organizational performance. Accordingly:
  - i. The Council will abide by legal requirements as established between Seabird Island and all outside agencies and people that it deals with.
  - ii. The Council will establish and maintain written laws, plans, policies, which at the broadest levels, address the following:
    - a) Organizational policies, impacts, benefits, outcomes, and their relative worth for Seabird Island members.
    - b) The Council uses a portfolio system in delegating work among the Council members, and established guidelines outlining the role and responsibility these positions have in relationship to the Council as a whole and the management and staff.
    - c) Specifications of how the Council conceives, carry out and monitor its task.
    - d) How responsibility is delegated, and its proper use monitored; the CAO role, authority, and accountability.
- l. The Council will perform the non-delegated, statutorily-assigned duty (which is not an inclusive list):

**Management**

- i. Define/review the Band's vision, goals, objectives, policies, laws, policies, and procedures related to Seabird Island administrative programs and services and ensures that they are followed and implemented.
- ii. Define program and specific departmental goals, objectives, in cooperation with the Directors, staff and members where applicable and revise where appropriate.
- iii. Ensure that all programs and services within our jurisdiction are efficiently administered and that the Band's policy guidelines, objectives, laws, and regulations are followed.
- iv. Undertake a comprehensive annual evaluation of Seabird Island controlled programs and Seabird Island staff/responsibilities.

- v. Regularly review and approve the community's strategic plan.
- vi. Develop a communication strategy to keep the members more involved and informed of Council's decisions.
- vii. Follow the Council Code of Ethics. Council Members shall not assume that any unethical activities not covered by or specifically prohibited by these ethical standards of conduct, or by any legislation, are therefore condoned.
- viii. Follow the Conflict of Interest Guidelines.

**Finance**

- i. Abide by the Seabird Island Finance Administration Law (SIFAL), *First Nations Fiscal Management Act* and the Seabird Island Finance Policy.
  - a. The Council is responsible for all matters relating to the financial administration of Seabird Island whether or not they have been assigned or delegated to a Director, employee, committee, contractor or agent by or under this Law.
  - b. The Council must not establish any policies or procedures or give any directions relating to the financial administration of Seabird Island that are in conflict with this Law, the Act or GAAP.
- ii. Negotiate funding arrangements with Aboriginal Affairs and Northern Development Canada and other government departments such as Health Canada, for areas under the Band's jurisdiction, and for which Seabird Island Council has taken administrative responsibility.
- iii. Monitor all Seabird Island and department budgets and services and approve financial transactions in accordance with the Band's financial administration policies.
- iv. Council has access to all financial information.
- v. Council determines how all surplus dollars are allocated.
- vi. To be fully accountable to Seabird Island members and funding agents.
- vii. Determine Council's annual budget with its allowable expenditures and the procedures for them based on the Seabird Island Financial Policy Manual.



- viii. Publicize any changes to the rate and yearly payments to Council members.

### **Personnel**

- i. Hire the CAO, the Senior Director or any position they deem necessary.
- ii. Sit on hiring panels as requested or determined by Council.
- iii. The Council must ensure that all human resources policies and procedures are designed and implemented to facilitate effective internal financial administration controls.
- iv. Determine staffing requirements based on budgets and service delivery.
- v. Define/ratify employee job descriptions, responsibilities and salary range.
- vi. Fix the compensation of employees by establishing a scale of salaries for specific classes of work.
- vii. Set the senior management total compensation and pension, which is the exclusive domain of Council, and that this is not a function, which Council delegates to the CAO.
- viii. Ensure, the staff, is treated with respect, fairness, and integrity.
- ix. Ensure, the staff code of ethics, is followed.
- x. Ensure the Human Resource Policy is followed.
- xi. Authorize the CAO to run the day to day activities of the Band. The CAO will revise policies and objectives as directed by Council.

### **Legal Advice**

- i. No member of Council can seek legal advice on their own except, in an emergency, without prior approval of the Council.
- ii. The CAO needs prior approval from Council before seeking legal advice unless unable do so at that time, then Council needs to be informed as soon as possible.
- iii. Directors need the CAO or Senior Director's approval before seeking legal advice.

### **Capital Projects and Tangible Capital Assets**

- i. The Council must take reasonable steps to ensure that:
  - a. Seabird Island's tangible capital assets are maintained in a good and safe condition and to the same standard as a prudent owner of those assets;
  - b. The rehabilitation or replacement of Seabird Island's tangible capital assets is in accordance with a life-cycle management program described in this Part; and
  - c. Capital projects for the construction of buildings or other improvements are financed, planned and constructed in accordance with procedures and to standards that generally apply to the financing, planning and construction of public buildings and other improvements of organized communities in the region in which the majority of Seabird Island's lands are located.
  - d. The Council must establish a tangible capital asset reserve fund for the purpose of funding expenditures for capital projects carried out under Seabird Island Financial Law.
- ii. Approve and review the Sustainable Community Plan.
- iii. Establish a Housing Policy and Tenancy Agreements.
- iv. Approve any new capital, infrastructure projects, and housing projects.
- v. Approve any service agreements.

### **Political**

- i. Follow the Governance Model
- ii. Liaise with other First Nations, especially our neighbouring ones who share common interests.
- iii. Liaise with all levels of government and other relevant agencies.
- iv. Represent Seabird Island and the concerns of its members at meetings and conference that benefit the community and report back to the members on key issues and concerns raised at these meetings.

- v. Not only represent your Seabird Island members at the Sto:lo Tribal Council but all Sto:lo members.
- vi. The Council may, as they deem necessary, delegate authority to designated bodies at the regional, provincial and national level, to speak on behalf of Seabird Island on matters pertaining to the Band's interest.
- vii. Establish communication strategies.
- viii. Provide to Seabird Island members access, at reasonable times, to the minutes of Council meetings, laws and resolutions, the annual budget, monthly financial statements, audit reports and Band's administrative policies.
- ix. Provide direction for all proxies granted.

#### **General**

- i. Develop Meeting Rules.
- ii. Attend all Seabird Island meetings and follow the meeting procedures as outlined.
- iii. Any member of Council may call emergency meeting consisting of a quorum of the Council to discuss important business.
- iv. Council's decisions shall be formalized by a Seabird Island Council Resolution and Motions.
- v. Annually evaluate Council's performance, including honorarium expenses.

#### **Chief's Role**

- i. The Chief assures the integrity of the Council's process. The result is that the Council & Chief behave consistently with its rules and those legitimately imposed upon it from outside the organization.
- ii. The Chief is the first among equals, which means the position has no extra decision-making powers except in emergencies.
- iii. The Chief is only one "vote," but once Council has made its will known, the Chief has the authority to ensure that the will is carried out.
- iv. The Chief cannot make decisions or expenditures independent of a quorum of Council.

- v. The Chief may sit on any Council authorized community committees. The Chief may delegate this authority but remains accountable for its use. (moved from sect 10)
- vi. Is the political spokesperson and representative for Seabird unless delegated to someone else.
- vii. The Chief speaks for the Council or represents Seabird Island at ceremonial and other special functions but can delegate this authority.
- viii. Ensures that the correct protocol is used when dealing with Seabird island's culture, language, and lands.
- ix. The Chief chairs the Council's meetings and ensures that the meetings are conducted in an orderly and business-like manner; maintaining order and decides all questions of procedure.
- x. Declare a state of emergency. In such cases, the Chief will report to the Council as soon as possible. The Chief should know the Council well enough that the decisions made in emergencies will meet the approval of the Council.
- xi. Ensures that all Council members are sworn in at the beginning of the term.
- xii. Report back to Council any issues that impact the Council and organization as a whole.

#### **Delegation of Authority**

- i. Subject to paragraph S(1)(f) of the *First Nations Fiscal Management Act*, the *Seabird Island Financial Administration Law* and any other applicable Seabird Island law, the Council may delegate to any of its employees, committees, contractors or agents any of its functions under Seabird Island Financial Administration Law except the following:
  - a. the approval of Council policies, procedures or directions;
  - b. the appointment of members, the chair and the co-chair of the Finance and Audit Committee;
  - c. the approval of budgets and financial statements of Seabird Island;
  - d. the approval of borrowing by Seabird Island;

- e. the approval of new capital projects; and
- f. the approval of the acquisition or disposition of tangible capital assets.

#### **Legal capacity of Seabird Island**

- i. For greater certainty, for the purposes of Part 4 of the *First Nation Fiscal Management Act*, Seabird Island as a borrowing member has the capacity to contract and to sue and be sued

### **COUNCIL AND SEABIRD ISLAND MEETINGS**

#### **12.0 CHAIRPERSON'S/CO-CHAIR'S/ALTERNATE ROLE**

- a. The Chief takes the role of Chairperson. The Co-Chair and Alternate positions are filled by volunteers from the Council after the orientation meeting. If more than one Councilor volunteers for a position then a secret ballot cast by Council will win the position.
- b. The Council Chairperson assures the integrity of the Council's process.
- c. The Chairperson is the only Council member authorized to speak for the Council beyond simply reporting Council decisions, other than in specifically authorized instances.
- d. The Chairperson ensures that Council behaves in a manner consistent with its rules and pertinent legislation imposed upon it from outside the organization.
- e. Takes attendance.
- f. Keeps meeting on track.
- g. Ensures deliberation will be fair, open and thorough, but also efficient, timely, orderly and kept to the point.
- h. The Chair regulates the conduct of the meeting and ensures that differing opinions are heard.
- i. The authority of the Chairperson consists in making decisions that fall within the topics covered by Council policies/bylaws and laws on the governance process and the Council-CAO Relationship, except where Council specifically delegates portions of this authority to others.
- j. The Chairperson is empowered to chair Council meetings with all the commonly accepted powers of that position, e.g. ruling, recognizing, etc.

- k. If the Chairperson wishes to present a topic, he/she must step down as Chair until the topic is completed.
- l. The Chairperson has no authority to make decisions about Council policies and Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the CAO.
- m. The Chairperson shall state positions and interpretations within the area delegated to him or her.
- n. Conducts the meeting in as neutral a manner. Only votes in case of a tie.
- o. The Chairperson is to ensure the Co-Chair and/or Alternate is fully informed of current and pending Council issues and processes.
- p. In the absence of the Chairperson, the Co-chairperson will act as Chair.
- q. In the absence of the Chairperson and the Co-chairperson, the Alternate will act as the Chair.
- r. The chairperson may expel or exclude from a meeting any person who causes a disturbance.

### **13.0 COUNCIL MEETINGS IN GENERAL**

- a. The following Council members' rights are the principles upon which the meeting procedures is based:
  - i. The majority of members have the right to decide;
  - ii. The minority of members have the right to be heard;
  - iii. All members have the right to information to help make decisions unless otherwise prevented by law;
  - iv. Members have a right to an efficient meeting;
  - v. All members have the right to be treated with respect and courtesy;
  - vi. All members have equal rights, privileges and obligations; and
  - vii. Council Members may ask Seabird Island staff present at a meeting questions on the matter before the Council.

- b. The Seabird Island regular Council and Seabird Island meetings except for in-camera meetings shall be open to Seabird Island members. All meeting shall have their own minutes. Therefore, the minutes, records or proceedings of any 'in camera' Council or committee meeting will be kept in confidence by every Council member, every committee member and by the CAO, or other person(s) invited or permitted to attend the meeting.
- c. During regular and Seabird Island meetings a person may be excluded for improper conduct.
- d. Travel, accommodation and/or other related costs for Seabird Island members attending meetings will be their responsibility.
- e. If, in the opinion of the Council, the Council may exclude from a special meeting, persons other than its Council Members and the CAO by means of a duly adopted motion to do so.
- f. Only in very special circumstances should the CAO be excluded from a Council meeting and if so also by a duly adopted motion to do so.
- g. Council members are expected to attend all monthly meetings and other important meetings throughout the year, certain meetings held by the Council require mandatory attendance. These include but are not limited to:
  - i. Orientation
  - ii. The Annual Strategic Planning Session
  - iii. Budget Meetings
  - iv. Quarterly meetings with Directors
  - v. Regular or Special Community Meetings
  - vi. The Annual Seabird Island Strategic Planning Meeting
  - vii. Emergency meetings
  - viii. The CAO Evaluation meeting
  - ix. Audit Meeting
  - x. Annual events which give recognition to staff and community accomplishments. (Sto:lo New Year, Aboriginal Day, Remembrance Day, Christmas Dinner, Graduation, and First Salmon Ceremony)
- h. Council members are expected to attend these meeting. Absence is by valid excuse approved by Chief and Council. Council attendance and excuses will be recorded in the minutes.

- i. Council members missing any of these meetings without the approval of Chief and Council will have \$200.00 per missed meeting, deducted from their honorarium.
- ii. If a Council member is absent because they are away on Council business or training, they will not be considered absent from meeting.

### **13.1 In-camera Meetings**

- a. If Council wishes to go in-camera to discuss a matter, then the Chair must:
  - i. Ask for and secure a motion and second for the motion, and take a vote;
  - ii. State for the minutes the time that the Board went in camera.
- b. Unless otherwise determined by the Council, the following matters shall be considered in-camera session:
  - i. Preliminary budget reviews (the final budget to be approved at a public meeting);
  - ii. Accident claims and other matters where Council liability may arise;
  - iii. Legal opinions respecting the liability or interest of the Council, privileged information or advice provided to Seabird Island by a solicitor;
  - iv. Litigation or potential litigation affecting Seabird Island or any of its agencies;
  - v. Information gathered by police;
  - vi. Labour and employment matters. The conduct, efficiency, discipline, suspension, termination or retirement of employees and the Council;
  - vii. Council employee changes including appointments, transfers, resignation, promotion, demotion, leave of absence and matters pertaining to individual employees and their conduct;
  - viii. Purchase of real property including designation of new sites, consideration of appraisal reports, consideration of accounts claimed by owners, determination of Council offers and expropriation procedures;
  - ix. Lease, sale, transfer or exchange of real property prior to finalization thereof;
  - x. Matters pertaining to the safety, security, or protection of Council property;
  - xi. Matters pertaining to the confidentiality of the Council's members and clients;
  - xii. Confidential information protected by the law;



- xiii. Personal information; and
- xiv. Information that could cause financial loss or gain.
- c. If a meeting of Council is closed to the public pursuant to subsection (13.0 g).
  - i. No motions can be passed, and no decisions made.
  - ii. Council usual rules of order can be suspended to allow a more open discussion.
- d. Decisions can be framed for discussion and informal agreement sought on the pending matter, and no decisions shall be made at the meeting except for decisions related to:
  - iii. Procedural matters;
  - iv. Directions to an officer of Seabird Island; or
  - v. Directions to a solicitor for Seabird Island.
  - vi. If a Council chooses to make decisions in closed meetings to discuss matters other than those above, the risk is that the decisions may be overturned in a court of law, if so challenged.
  - vii. Minutes of a closed meeting shall be kept in the same manner as a regular meeting but shall be approved only by the Council in closed meetings, shall not be filed with the Minutes of regular meetings and not be made public. If a meeting is in-camera and closed to the public, a record shall be made available for examination by the public and shall contain only the following:
    - a) The type of matter that was discussed during the meeting (defined in Section 13.0(g) above)
    - b) The time, and date of the meeting
- e. When Council is ready to return to a public forum:
  - i. The Chair asks for a motion and second, then vote to go out of the *in-camera* session
  - ii. State for the minutes the time that the Council returned to a public forum
- f. When Council returns to the public meeting:
  - i. Process any motions resulting from your *in-camera* session, in the same way; you would any other motions or decisions of the Council.

## **14.0 THE COUNCIL EXECUTIVE COMMITTEE**

- a. The Executive Committee shall be comprised of the following:

Elected Members - decision makers

- i. The Chief who is the Chair
- ii. The Vice Chair as selected by Council
- iii. A Council member as selected by Council
- iv. A third Council member or the "Alternate."

Non-Elected Members - non-voting and no decision-making powers

- i. The Chief and Council's Executive Assistant
- ii. The CAO or Senior Director
- iii. The CAO's Executive Assistant

- b. On behalf of the Chief and Council (Council), it is the role of the Executive Committee (Committee) to:

- i. Develop the (Agenda) to meet the identified needs of the Seabird Island Membership (Membership).
  - a) The Committee achieves this very important objective by establishing an efficient and effective process (Process #1)
  - b) By which the Committee and the Council (Process #2) conduct their meetings.
- ii. Ensure that all Council motions are carried out in a timely manner by monitoring and recording the completion date of tasks assigned.
- iii. Ensure that all correspondence to the Council is answered in a timely manner and the action and outcome recorded.
- iv. Monitor the Councils' and CAO's budget, to ensure they are being followed.

- v. Publicize in the newsletter and on the website any change in the rate of payment of honorarium.
- vi. Monitor the Council Member's attendance and published it monthly in the newsletter and on the website.
- vii. Ensure all portfolios' monthly reports are filed and distributed to each Council member prior to meeting and posted on the website.
- viii. Ensure that all Annual Reports are in on time to be published.
- ix. Purchase gifts on behalf of the Council.
- x. Review all Council and CAO travel requests and confirm which department is charged.
- xi. Sign-off on Council and CAO expenses.
- xii. Monitor the CAO's contract and job performance.
- xiii. Develop CAO evaluation.

## **COUNCIL MEETINGS-AGENDA DEVELOPMENT**

### **PROCESS # 1 - Executive Committee**

1. The Chief is the Chair. The Co-Chair and a third Council member to the Executive Committee and Alternate are elected by the Council.
2. The Chair, chairs the Committee meetings, as does the Co-Chair in the absence of the Chair.
3. In the absence of the Chair and Co-Chair, the remaining two members present (inclusive of an Alternate), will agree upon a Chair and conduct the meeting accordingly.
4. A Committee quorum consists of a minimum of two Council members (including an Alternate if necessary). If a quorum is not available, the meeting is rescheduled ASAP to ensure the Council meeting packages are delivered on Appendix.
5. The CAO is a nonvoting member of the Committee and shall be present at all meetings. If the CAO cannot attend, the Council shall continue accordingly.

6. The Executive Assistant will attend the Committee meetings and take minutes in a concise format, sufficient to develop, in consultation with the Council members and CAO. Develop a Council Agenda based on Section 16.7 ORDER OF BUSINESS AT REGULAR MEETINGS, of this manual and a "Council Package," which is clear and complete in every detail.
7. The CAO's Executive Assistant will attend the Executive Committee meetings. The assistant will also compile for the CAO, a precise task list (instructions) resulting from the issues discussed and decisions taken by the Committee.
8. The CAO's assistant will have prepared a brief report, indicating the status of outstanding Agenda Issues/Agenda Items/Motions of all action items directed to the CAO from all Council meetings and record the action/s taken or the date of completion and any carry over items.
  - a. Make sure all Council Briefing Reports contain a draft motion if required.
  - b. Record if the Issue from a previous Executive Committee meeting is determined to be a Management responsibility, the CAO is directed to deal with it and report back to the Council in the CAO's Report at the next Council meeting as to its progress and/or satisfactory conclusion and becomes part of the current's meetings CAO's brief report.
  - c. Record if there is insufficient information to classify the Issue as a Council/Management Issue or if there is simply insufficient information the CAO is, normally, asked to research the Issue further and advise the Committee accordingly. This action may include a recommendation as to how the Issue can be satisfactorily resolved before the next Executive meeting.
9. The executive meeting shall be held on the 2<sup>nd</sup> Monday of each month, and the agenda packages for the next Council meeting will be available by the end of the 3<sup>rd</sup> Monday of the same month.

**Prior to the Meetings**

1. The Chair will have polled Council members for "Potential Agenda Items" (Issues). When possible, Issues should be submitted in writing and accompanied by relevant information.
2. All Executive Committee and Council members will understand that it is also their responsibility to make every effort to ensure that Membership Issues are forwarded to the Committee for the appropriate action i.e. placed on the Council's Agenda or as decided by the Committee, an instruction to the CAO.

3. The CAO will also have determined which New Issues from either Seabird Island Organization or the Members, will need to be brought to the Committee for consideration/allocation.
  - a. The CAO will have already done the necessary research regarding such Issues prior to the Committee meeting and will be prepared to advise the Committee accordingly.
  - b. When possible, Issues should be submitted in writing and accompanied by relevant information.
4. The CAO will present a brief report for the Committee on the status of outstanding Agenda Issues/Agenda Items/Motions resulting from the past Committee and/or Council meetings.
5. Seabird Island members can submit letters to Council regarding issues for their deliberation. These letters are forwarded to the Executive Committee to determine if they will be on the next Council's agenda. A letter will be sent to the member outlining the Executive Committee's decision if it is to be on Council's meeting agenda or not.

## **PROCESS# 2**

### **The Executive Committee Meeting**

1. The Chair calls the meeting to order and asks for:
  - a. Each committee member if they have any Council Agenda Issues to present and then tables his own;
  - b. Council member's "Potential Agenda Items";
  - c. The CAO is asked to present a brief report for the Committee on the status of outstanding Agenda Issues/Agenda Items/Motions resulting from the past Committee and/or Council meetings.
    - i. Also, if there are any New Agenda Items from either Seabird Island Organization or the Members that need to be brought to the Executive Committee for consideration/allocation.
  - d. Last Council meeting's action items;
  - e. Any Seabird Island member and other correspondence to be dealt with;

f. Monthly Portfolio reports.

2. The Executive Assistant develops a checklist, in the above order, which constitutes the Committee's Agenda according to ORDER OF BUSINESS AT REGULAR MEETINGS.  
Executive Assistant
3. The Chair then calls for the discussion of each proposed Agenda Issue in turn for the purpose of determining if the Issue should be a Council or Management responsibility, etc.
4. If the Issue is determined to be Council's responsibility, and it is agreed that there is sufficient information and/or resources to resolve the Issue satisfactorily or that such information can be provided in time for the distribution of the "Council Meeting Package," the Issue is declared, in consultation with the CAO, to be a Council Agenda Item.
5. If the Issue is determined to be a Management responsibility, the CAO is directed to deal with it and report back to the Council in the CAO's Report at the next Council meeting as to its progress and/or satisfactory conclusion.
6. If there is insufficient information to classify the Issue as a Council/Management Issue or if there is simply insufficient information the CAO is, normally, asked to research the Issue further and advise the Committee accordingly. This action may include a recommendation as to how the Issue can be satisfactorily resolved before the next Executive meeting.
7. Once the list of Agenda Items has been established, the Committee determines the priority of each and assigns them to the appropriate Council Agenda, i.e., present or future.
8. At this point, the Executive Assistant will have sufficient information to develop, in consultation with the Council Members and the CAO, a clear and complete Council Agenda using the Council approved format and Council Package and a task list for the CAO with the knowledge that new items can be included at the meeting by any Council member.
9. The meeting is adjourned.
10. The Council meeting Agenda will include an agenda Items so the Committee Chair can report to the Council regarding any extraordinary matter/s that has come to the Committee's attention between Council meetings.

- a. The Chair will prepare a separate report to the Council regarding any extraordinary items, which will be added to the existing Agenda Packages.

11. Agenda Packages are prepared by the Executive Assistant and given out by the 3<sup>rd</sup> Monday of every month.

12. Regular Council Meetings are the 3<sup>rd</sup> Saturday and the 4<sup>th</sup> Thursday of every month unless rescheduled.

### **Other Council Meetings**

- a. Quarterly General Seabird Island Meetings held on the 3<sup>rd</sup> Wednesday of October, January, April, and July, one of which is AGM.

## **15.0 COUNCIL - SUB-COMMITTEES**

- a. Council Sub-Committees will only be used at the discretion of Council.
- b. Sub-Committees are to help the Council do its job. Sub-Committees ordinarily will assist the Council by preparing policy alternatives and implications for Council deliberation.
- c. Sub-Committees can exercise leadership for specific and time-limited purposes. Expectations and authority will be carefully stated.
- d. Selected by Council.
- e. This policy applies only to Sub-Committees which are formed by Council action, whether or not the Sub-Committees include Council Members. It does not apply to Sub-Committees formed under the authority of the CAO.

## **16.0 PROCEDURES AND REGULATIONS FOR THE CONDUCT AND CONTENT OF COUNCIL MEETINGS**

### **16.1 MEETINGS OF THE COUNCIL**

- a. Council Meetings are the 3<sup>rd</sup> Thursday of every month unless rescheduled.
- b. Each Councillor gets an adequate notice in writing of the meeting date, time, and location and receives a meeting package containing all information required for that meeting.
- c. The Chair or Co-Chair may call an emergency or special meeting anytime and must do so if requested by a majority of the Council.

- d. No Council member may be absent for three consecutive meetings without being so authorized by Chief and Council.
  - i. Council members' meeting attendance record will be published monthly in the newsletter and on the website.
  - ii. Council members who are Seabird Island employees are required to have someone act as their backup; while they are in attendance of a Council or committee meeting.
- e. Council members are required to remain in the meeting room and not be constantly going in and out of a meeting. Members leaving a meeting will have their name recorded in the minutes of that meeting.
- f. All regular scheduled Council meetings begin at 8:00 AM and end at 4:00 PM. A majority vote of the Council members present is required for Council to extend the meeting times set out in the approved Appendix of meetings.
  - i. If unfinished business remains on the agenda for a Council meeting at the end of the last scheduled meeting day, the Council meeting will continue on the following business day as a continued meeting.
- g. The first hour is dedicated to in-camera meetings and anything else the Council needs to do prior to the open meeting.
- h. The Chief and Council's Executive Assistant shall record the minutes of the meeting.
  - i. Including the names of the Councilors present, members who sent regrets and those members absent without reason; also late arrivals to and early departing from meetings.
  - ii. All motions shall be separated into a separate list by date made, by department and will include a date for completion.

## **16.2 OPENING THE MEETING**

- a. The Chairperson opens the meeting by a call to order, followed by an Opening Prayer.

## **16.3 QUORUM**

- a. A majority of the whole Council is the quorum.
- b. Should vacancies occur on Council then, the quorum will be based on the number of Councilors left and not what it was, if there were no vacancies.



- c. If a quorum is not present within a ½ hour of the time appointed for the meeting, the Executive Assistant records the names of the members present, and the Council adjourns until the next meeting.
- d. The meeting ends if a quorum is lost.

#### **16.4 ABSENCE OR TARDINESS OF THE CHAIR**

- a. If members of the Council Executive are absent or late, a member appointed by those members present may act as chairperson until a chairperson can be present.

#### **16.5 DUTY OF THE CHAIRPERSON**

- a. The chairperson is responsible for maintaining order during the meeting, recognizing speakers, and deciding all questions of procedure.
- b. Enforcing the order and good behaviour of members at all times.
- c. Announcing the business before Council or the committee and the order in which it is to be considered.
- d. Establishing and enforcing deadlines for agenda business.
- e. Receiving, stating, and framing all motions presented to clarify their intent as moved.
- f. Ruling on whether a motion is in order.
- g. Protecting Council or a committee from motions that are obviously frivolous or tending to cause delay, by refusing to acknowledge them.
- h. Ensuring that all members who wish to speak on a motion have spoken.
- i. Reading, as necessary, all motions before any vote, to ensure all members understand the motions before voting.
- j. Putting all motions to a vote and announcing the results.
- k. The Council Chair must not speak, ask questions, or make motions about a matter under debate while in the Chair.
  - i. If the Chair wishes to speak; they pass the Chair to the Co-Chair for that duration.

- I. If a member disobeys a rule in these procedures or a Chair's ruling, the Chair:
  - i. After the first time gives a formal verbal warning to the member; and
  - ii. After the second time, calls the member to order.
  - iii. If the Chair takes action under both i. and ii. above, and the member continues to disobey the procedures or the Chair's rulings, the Chair immediately orders the member to leave for the rest of the meeting; and
  - iv. If the member refuses to do so, the Chair may request that the other Council members remove the member.
- m. Ordering a member or any other person, from a meeting, in accordance with the rules of the Governance Manual.
  - i. Any member other than the member ordered to leave the meeting may appeal the Chair's ruling, and Council or a committee may overturn the Chair's ruling.
- n. If the member ordered to leave the meeting informs the Executive Assistant that he or she wishes to apologize, the Executive Assistant tells the Chair of the member's request;
  - i. The Chair allows the member to return to the meeting solely to apologize to Council or committee; and
  - ii. After an apology, Council or a committee may, consent to allow the member to return to the meeting.
- o. Adjourns the meeting when its business is finished.
- p. When the Chair or a member, considers that a member has either indirectly or directly, questioned the integrity of a Seabird Island official, permitting the official to make a statement to Council or committee.
- q. By notice of motion, a committee member, with the consent of a majority of the committee members present, may request that Council censure a Committee Chair, who fails to perform his or her responsibilities in accordance with these procedures.
- r. The chairperson shall determine who is entitled to speak at any point during the meeting.

- s. The Chairperson shall not vote except when there is a tie vote, in which case the Chairperson shall cast the deciding vote or if he/she is part of the quorum.

## **16.6 COUNCILLORS' MEETING DUTIES**

- a. To confirm their attendance, non-attendance, or lateness, at least 24 hours prior to all meetings held by Council.
- b. Councillors wishing to speak should address their remarks to the chairperson and confine their remarks to the subject being discussed at that time.
- c. Respect the rules of the procedures.
- d. Speaking respectfully at all times. Refraining from using any offensive, disrespectful or language about any member, any officials or other employee, or the Council as a whole.
- e. Listening attentively, participating in a meeting, and not interrupting the proceedings.
- f. Speaking only on the matter under debate or related motions during the debate.
- g. Remaining silent in their seats while Council or a committee votes and until the Chair announces the result of the vote.
- h. Obeying the Chair's rulings and Council's decisions.
- i. Obeying the Councillor's Code of Conduct.
- j. Always ask yourself when participating in Council decisions; am I in a conflict of interest?
- k. Respecting the confidentiality of matters discussed in closed meetings and not disclosing the subject or substance of these discussions unless authorized to do so.
- l. Any Councillor may appeal a decision of the chairperson to the Councillors present, and all appeals shall be decided by a majority vote and without debate.
- m. All decisions to be made by the Council must be decided by a majority of the Councillors present.
- n. All Councillors present shall vote unless they have a conflict of interest in relation to the question, in which case they shall be excused from voting.

- o. Voting on motions put to a vote.
- p. When Councillors are deciding how to vote on an issue before Council there are many things they might take into consideration, such as:
  - i. Impact on the local community, as a whole;
  - ii. Short-term and long-term implications;
  - iii. Costs or savings associated with the decision;
  - iv. Any input from the public, other Councillors, or representatives from a community or professional organization;
  - v. What other communities have done about similar issues;
  - vi. The Chief and Council's priorities;
  - vii. The chances of success; and
  - viii. If the decision will become a new standard for the future.
- q. A Councillor who refuses to vote shall be deemed to vote in the affirmative.
- r. On every vote taken, Councillors shall announce their vote individually and openly. When requested by any member, the Executive Assistant shall record the vote, knowing once the vote is concluded the Council speaks with one voice.

## **16.7 ORDER OF BUSINESS AT REGULAR MEETINGS**

1. Call to order, followed by an Opening Prayer
2. Resolution to go in-camera; if required. These minutes are closed to the public. This time can also be used for member only debriefing, proxy decisions, monthly Council GL, and credit card discussion or any other items determined for members only. (see Section 13.1)
3. Reconvene
4. The Recording of Attendance. Chair to confirm absents and if any member needs to leave early.
5. The addition of late items by Council members.

6. Approval of the agenda
7. Delegations
8. Presentation and Reading of Correspondence.
9. Approval of Previous Meeting Minutes - Reading, correcting and adopting the minutes of the previous meeting.
10. The signing of BCR and other Legal documents.
11. Unfinished business/business arising from the previous meeting. Ascertain status of previous Motions and Action Items.
12. New business
13. CAO's and Directors' Reports.
14. Chief and Portfolios' Monthly Reports
15. Presentation of financial statements from the previous month and accounts payable for approval.
16. Presentations and consideration of reports and petitions.
17. Upcoming meetings notification.
18. Member's Question Period - 30 minutes; members can ask questions on agenda items. If time allows, questions not on agenda items may be asked for the remaining time allotted.
19. Adjournment
20. Minutes of Meeting to be posted on website & Summary Report in the newsletter.
21. List of all Action Items and Decisions to be sent to Directors.

#### **16.8 SEABIRD ISLAND MEMBER PARTICIPATION IN COUNCIL MEETINGS**

- a. The Chair will welcome the members in attendance and announce the protocols of the meeting with regards to the members' attendance.

- b. Except for in-camera discussions that may be sensitive or fall under the Personal Information Protection and Electronic Documents Act or PIPEDA etc., regular meetings should be open to Seabird Island members.
- c. Notwithstanding the need to properly deal with sensitive issues or privacy matters, and except for improper conduct, a member should not be excluded.
- d. The chairperson may expel or exclude any person who causes a disturbance at a meeting.
- e. Any Council member can chair open Question Period.
- f. Seabird Island Member Participation in Question Period
  - i. The Council shall hold a thirty minute Members Question Period or until speakers have concluded, whichever comes first.
  - ii. Questions relevant to the Agenda will be given priority.
  - iii. Members shall address their questions through the Chair and if the question can be answered either by that Chair or Council Member through the Chair, the Council shall do so.
  - iv. Where the Council is unable to address a question, the question shall be referred to staff for an answer or subsequent research and report.
  - v. Each address must be limited to two minutes.

## **16.9 SEABIRD ISLAND QUARTERLY MEETINGS**

- a. Seabird Island Quarterly Meetings, are held on the 3<sup>rd</sup> Wednesday of October, January, April, and July; pending unforeseen circumstance. The AGM is the month of October's meeting.
  - i. Meeting Agenda is posted one week before meeting date

### **Order of Business for Quarterly Seabird Island Meetings**

- 1. Call to Order
- 2. Opening Prayer
- 3. Opening Comment by Chief
- 4. Delegations

5. Reports from Portfolios

- a. Quarterly Strategic Plan update
- b. Questions
  - i. During the reports by the Portfolio; Band Members may ask questions of the Portfolios giving the report.
  - ii. If the Portfolio holder is unable to answer the question, any other Councillor may.
  - iii. Where the Council is unable to address the question, the question shall be referred to staff for an answer or subsequent research and report.

6. External Government Reports.

- a. Questions may be asked in accordance with the above procedure.

7. Reports from Committees and Boards

- a. Questions may be asked in accordance with the above procedure.

8. Other Issues, Information or Announcements regarding political and social issues impacting the members.

9. Members Open Question Period - members can ask questions, not on the agenda.

10. Adjournment

## 17.0 THE COUNCIL PORTFOLIOS

- a. The portfolio holder's role is about vision, commitment, attitude and ideas as it is process and procedure and is not to provide another layer of management. You will need to know; the Annual Strategic Plans, Comprehensive Sustainable Community Plan, the Annual Budget and expenditures of your portfolio to get up to speed on the programs and services covered by your portfolio. You will also need to recognize the priorities, resource pressures, and opportunities that exist within these services. This will include looking at regular performance information.
- b. Individual Council Members are responsible for a department or portfolio, but collectively they make up the Council who is ultimately responsible to the membership. The Portfolios are responsible for informing the rest of Council how their department is functioning in meeting the goals and budgets set forth by the Council.

- c. Portfolio Holders also play a major part in monitoring any pertinent best value reviews - how they are conducted and the outputs and outcomes that result from them. The main task will be to analyze situations, identify what needs to be done strategically, to communicate key matters to Council, CAO, and Directors and to make decisions based on your assessment and the information available.
- d. The designated portfolio will take the lead on strategy, policy and planning matters to determine priorities and allocate resources to meet the Council's objectives. Holding a portfolio will often require you to 'see the bigger picture' and to think through the implications of complex issues - particularly in situations where your portfolio interests are interrelated with elements of other portfolios. You will also need to have good leadership, influencing and communication skills in working with your executive colleagues, Directors, and partner agencies to deliver a 'joined up' agenda.
- e. Portfolio Holders need to be well informed as to what is happening in their portfolio as the community members hold the Council accountable for the decisions the Council makes.

#### **17.1 ROLES AND RESPONSIBILITIES OF COUNCIL PORTFOLIOS and ALTERNATES**

- a. The Portfolio holders and the Alternates make a significant contribution to the Council governance process. Portfolio holders and the Alternate are a voluntary position that is the political representative for the Council.
- b. The Alternate is responsible for being prepared to take over the duties of the Portfolio when required, and they must be kept up to date.
- c. The portfolio holders are responsible for reporting to and recommending to the Council any political actions that need to take place in order to support the direction of the Council.
- d. The role will require Portfolio Holder to demonstrate clear political leadership but in the interests of good governance will recognize collective, rather than individual decision-making, will best serve the interests of the Council.
- e. The Councillors will select one or more portfolios as Portfolio or an Alternate in the area in which the Councillor already has the experience and/or interest. The Councillor is, responsible in association with the appropriate Department Director, for ensuring that the Council is well informed regarding the political issues pertaining to his/her portfolio and monitor success of Annual Strategic-Plan. This obligation is met by formally reporting to Council on a regular basis the proceedings of the subject portfolio and:



- i. Studying relevant background material;
  - ii. Taking workshops/training in the applicable portfolio area and attending relevant conferences and meetings;
  - iii. Regularly communicating with the appropriate Department Directors on political issues concerning that department;
  - iv. Report back to Council and community on the Portfolio's department current status as to accomplishing the Council's directives, and the Annual Strategic Plan; Comprehensive Sustainable Community Plan and Annual Budget and expenditures of your portfolio.
  - v. Determining the services or work provided by or carried out by the Council staff; and
  - vi. Be available for ceremony or events for their portfolio.
- f. The challenge facing both the Councillor and the Department Director will establish a team relationship which ensures that the Council is well informed on political issues involving that portfolio's department, along with the status of the current Annual Strategic Plan.
- g. In addition to the Portfolio-Department Authority Model, Portfolios may be assigned to represent Council by serving on another Board/Committee, in which case the Portfolio Councillor needs to have approval from the Council to and will report to the Council by means of:
  - i. Where applicable, those points outlined above;
  - ii. Providing minutes of the relevant meeting(s);
  - iii. Verbal descriptions and/or explanations of the Board's/Committee's or Portfolio Authority's proceedings, etc.; and
  - iv. Formal reports/presentations by means of relevant data and/or information.

## **17.2 PORTFOLIO SELECTION PROCEDURES**

- a. At the beginning of each election term, Chief and Council will select which Councillors will be the Lead Portfolio for each of the Portfolios plus the alternate.
- b. Portfolio positions are granted to those Councillors who express interest in that department and not pose a conflict of interest.

- c. All Council members are expected to take the lead in at least one portfolio and be an alternate in another portfolio, thereby sharing the workload.
- d. If more than one Councillor wants a particular portfolio, then those wanting that portfolio will decide amongst themselves who will be the Portfolio Holder and who will be the Alternate.
- e. As these are voluntary positions, a Councillor may step down as a portfolio for any department, they hold. Should this occur, the Alternate becomes the Portfolio Holder, and a new Alternate is selected.
- f. Portfolio holder or Alternate can resign from their position by providing written notice to the Council. If the Portfolio Holder resigns the Alternate assumes the lead. The Council will immediately fill the alternate position. If an alternate resigns, a new alternate will be chosen. A Council wishing to resign from a Portfolio position must do so by filling out the Portfolio Resignation Form (APPENDIX 12) and submitting it to the Council Executive who will then inform the rest of Council and the membership.
- g. If no one volunteers, a Council member will be assigned to a Portfolio by the Chief.
- h. Elected Seabird Island member Employees or Seabird Island member contractors can be an alternate not the lead portfolio for their department if they are not deemed to be in conflict by the Council. It is believed that these Councillors have a better insight as to how their respective departments work and they bring much knowledge to the portfolio thereby cutting down on training requirements.
- i. Portfolios are reviewed annually by Council; to see if any changes need to be made.

### **17.3 REPORTING TO COUNCIL AND MEMBERS**

#### **Council Meetings**

- a. For consistency and ease of preparation the general practice for members to report to Council by means of a Reporting Template. A one-page monthly report is to be submitted to the Executive Committee for distribution to other Councillors. (Appendix 2)
- b. The Council Agenda will include a Portfolio report item. As a rule, the Chief will be first to report. This check-off of Portfolio reports is followed at each Council meeting.
- c. Member's meeting attendance records and portfolio reports will be kept and published for Seabird Island quarterly meeting.

- d. Portfolios are reviewed annually and monitored on a monthly/quarterly basis.

#### Reporting to Members

- a. Council members will make quarterly presentations; updating where their Portfolio departments are in achieving their annual Strategic Plan.

### **17.4 PROCEDURES FOR PORTFOLIOS ATTENDING MEETINGS OR TRAINING**

- a. When a portfolio is attending a meeting or training as the political representative of the Band, they must first get the approval of the Council to ensure that it is benefitting Seabird Island and this expense must be signed off by the Chair or Co-Chair if the Chair is unavailable.
- b. The Chief or Co-chair is the Band's representative at the Summit and UBIC unless another Council member is sent in their place.
- c. Whenever possible all expense claims are to be submitted prior to attending meetings.
- d. All monies paid to meeting attendees are to be submitted back to the band.
- e. Staff members are not to be sent to meetings to act as political replacements for Council portfolios. Staff can be sent to gather information, but they cannot speak on behalf of Council.
- f. Prior to attending a meeting, the attendee will garner the required support from Council if needed and within two weeks of return will provide a written report on the gathering's proceedings.

### **17.5 CURRENT SEABIRD ISLAND COUNCIL PORTFOLIOS**

- a. New or Devolved Portfolios
  - i. Council may add portfolios or devolve existing ones, as required.
  - ii. See Appendix 9 for current list of Portfolios

## **18.0 ENFORCING COUNCIL'S RULES UPON ITS MEMBERS**

- a. Council will be diligent, disciplined and accountable and enforce upon itself whatever discipline is needed to govern with higher excellence. Discipline will apply to matters such as attendance, confidentiality, following procedures, respect of roles, speaking with one voice and ensuring the continuity of governance capability. The Council will allow no officer, individual or sub-committee to hinder or be an excuse for, not fulfilling its commitments. Council members must follow this Governance Manual in their daily duty as elected members and will be held accountable for any breach of this manual or having acted in such a way that has been deemed to be detrimental to the interests of Council.
- b. Council will self-monitor and discuss the Council's process and performances at each meeting in-camera session. Self-monitoring will include a comparison of Council/ member's activity and discipline to infractions against established Governance Manual procedures. These infractions can include malfeasance, gross misconduct or minor misconduct.
- c. Discipline action to occur depending on the type of infractions:
  - i. Verbal apology
  - ii. Public apology
  - iii. Written letter of apology
  - iv. Suspension from meetings
  - v. Meeting with Elders
  - vi. Suspension without pay - the loss of honorarium
  - vii. Censure - official written expression of disapproval or condemnation of a Councillor by the Council.
  - viii. Disqualification - removal from office, Council will ask for member's resignation.
  - ix. Recall - (by the electorate under a Custom Election Code if ratified by members.)

## **18.1 COUNCIL DISCIPLINE**

- a. The Council will be self-disciplining. Council members who feel another Council member is in breach of their role and responsibilities will speak to that member to find out their side of the

story before they file a grievance with the rest of Council in an in-camera meeting unless the severity of the infraction warrants is going straight to the Council. An emergency in-camera session is called if the infraction is of a serious nature such as:

- i. Gross Misconduct - means theft or falsification of records, willful destruction of the Seabird Island's property, or endangering the safety of any Seabird Island Member through incompetence or negligence of a Council member. Misconduct in the workplace falls under two categories. Minor misconduct is seen as unacceptable but is not a criminal offense (e.g. being late). Gross misconduct can lead to removal from office, (e.g. stealing or sexual harassment).
- ii. Malfeasance - an act carried out by a public official that cannot be legally justified or that conflict with the law.

## **GRIEVANCES AND PROCEDURES**

- b. It is the guiding principle of the Council that their members receive fair and equitable treatment at all times.
- c. If after speaking with the accused member and the accusing members feels there are grounds for a grievance they must submit their grievance in writing, to the Council, in order to clarify the actual issue in dispute and bring expedience to the clarification, resolution, and closure of the incident.
- d. What is fact vs. opinion? The Council will hear both "sides" of all grievances filed by a member in order to collect all pertinent information which affected the reason for the grievance.
- e. All information regarding a dispute is to be treated in confidence in-camera.

### **Colleague Grievance**

- i. The first step in dealing with a grievance is to talk to the colleague you have a grievance with. This will allow time to discuss the problem in an informal way and attempt to resolve it. Such discussions should be held in a private place, and away from other Council and Community members.
- ii. If you are unable to resolve the issue after talking with your colleague, inform them that you will be writing a report to Council explaining what the situation is and that it hadn't been resolved by a meeting.
- iii. The Council members not involved in the grievance will review the complaint and meet individually with the members involved to collect all information.

- iv. The Council members not involved will render a decision in writing within seven (7) working days of receiving the grievance.
- v. If a Council member is found guilty of an infraction, they will be disciplined according to the severity of the infraction. If more than one Council member is involved, then the remaining members of the Council determine the discipline of the offending Councillors.
- vi. The Council will pass a resolution as to what type of discipline will take place. The Council's decision will be final, and a written record of the decision is placed in that Council member's file, held in the HR Department.
- vii. The time limits set out above may be extended by mutual agreement. Saturdays, Sundays and statutory holidays will not be counted in determining the time within which any action is to be taken or completed under the grievance procedure.

## **19.0 ESTABLISHING COUNCIL COMMITTEES AND BOARDS**

- a. Council can create Committees (Select or Standing) and Boards for specific purposes according to predetermined terms of reference or bylaws to meet a required need.
- b. Council members who sit on committees and boards are an ex officio member or a member of a body (board, committee, Council, etc.) who is part of it by virtue of holding another office.

### **19.1 COMMITTEES**

- a. Council Committees are to help the Council in an advisory role, not Seabird Island administration, do its job.
- b. Council decides when they need a committee, who sits on these committees and how they are selected.
- c. All committees should have Terms of Reference (TOR). See Appendix 8 for a sample TOR for Committees.
- d. Committees commonly help Council by preparing laws, policy alternatives and implications for Council deliberation. (See APPENDICES 6 for current list of Committees)
- e. Council shall monitor the performance of all Committees and review at least annually to decide if they should continue or be revised.
- f. Council Committees do not speak or act for Council.

- g. Council will carefully define the Committee's role so as, not to conflict with that delegated to the CAO.
- h. Subject to SI laws and policies, Council will appoint a committee chairperson.
- i. The CAO and the respective committee chairperson will develop and recommend to Council membership qualification and eligibility criteria for each committee, including potential conflicts of interest avoidance.
- j. The chairperson, based on consultations with the committee, will recommend to Council the appointment of new committee members.
- k. A committee member may be removed on the recommendation of the committee chairperson if the committee member has committed a breach of the code of conduct, confidentiality, an SI policy or fails to perform expected duties of a committee member, or is no longer qualified or eligible to be a committee member.
- l. Committees will maintain written meeting records and provide reports to Council as appropriate on the substance of meetings as soon as possible.
- m. Council Committees do not exercise authority over Seabird Island staff.
- n. Consistent with Council's broader focus, Council Committees will not deal directly with the administrative Seabird Island operation.
- o. Council should be careful to distinguish between committees established to develop policy (e.g. Housing Policy Committee) and those established for regulatory or operation purposes (e.g. School Board).
- p. All committee members are subject to the Conflict of Interest as outlined in Appendix 1- Councillors and Committee Members

## **19.2 BOARDS - Corporate or Society**

- a. Council can create boards or societies to meet the Council's desired needs.
- b. The boards report to Council.
- c. Council monitors the performance of the board and the entity they govern. They review the strategic plans and budgets of the boards.
- d. The powers, duties determine a board's activities, and responsibilities delegated to it or conferred on it by the Council. These matters are typically detailed in the boards/organization's bylaws. The bylaws commonly also specify the number of members of the board, how they are to be chosen, and when they are to meet, etc.

- e. Typical duties of boards of directors include:
  - i. Governing the organization by establishing broad policies and objectives;
  - ii. Ensuring the availability of adequate financial resources;
  - iii. Approving and monitoring annual budgets;
  - iv. Accounting to the stakeholders for the organization's performance;
  - v. Approving and monitoring Annual Strategic Plans;



- vi. Monitoring itself and those doing its work of that the corporation or society to ensure that they are meeting their mandate; and
  - vii. Reporting back to Council and the members on a regular basis, the work that is being accomplished by the Board/s.
- f. The legal responsibilities of boards and board members vary with the nature of the organization, and with the jurisdiction within which it operates.

## **PART 3**

### **COUNCIL - CHIEF ADMINISTRATIVE OFFICER (CAO) AND SENIOR DIRECTOR (SD)**

#### **20.0 COUNCIL- CAO AND SD RELATIONSHIP**

- a. The Council hires the CAO and SD. The CAO is a direct employee of Council.
  - i. The SD reports to the CAO.
- b. The CAO serves at the pleasure of Council, and his/her authority is established by Council through a bylaw, contract, and/or position description.
- c. The CAO assigns the duties to the SD, and the SD fills in for the CAO, as needed.
- d. The CAO informs Council of identified issues regarding policy (e.g., budgets, strategic direction).
- e. CAO's position in an administrative role has the following, duties and functions:
  - i. Overall management of the operations of Seabird Island;
  - ii. Ensuring that the laws, by-laws, policies, programs and other directions of the Council are implemented;
  - iii. Advising and informing the Council on the operation and affairs of Seabird Island;
  - iv. Carries out the plans of Council; and

- v. Leads the operational team that delivers the product that Council has decided upon.
- f. The CAO is accountable to the Council as a body. The Council will instruct the CAO through written laws, policies, motions, annual plans, budgets and annual evaluation to achieve the Council's annual plans and long term goals. To ensure the most efficient and effective results from the Council-CAO relationship, it is imperative that the Council in general and the Council and Executive Committee Chairs, in particular, establish the fullest and most complete communications. The only provision is that any decisions, stay within the approved sustainable Annual Plan and budget and policy framework. This ensures that the Council's efforts are channeled towards achieving the priorities that have been agreed to with partners and the community they are here to serve.

## **21.0 COUNCIL'S DELEGATION TO THE CAO AND CAO'S ACCOUNTABILITY BACK TO COUNCIL**

- a. The CAO is accountable to the Council as a body and is responsible for carrying out its directions:
  - i. The Council's authority is delegated to the CAO at its discretion knowing full well that the Council is still responsible for that authority and may rescind it at any time.
  - ii. Any assignment of authority, duties or functions to the CAO does not relieve the Council of the responsibility to ensure that these authorities, duties or functions are carried out properly.
  - iii. Reporting to the Council, the CAO is responsible for leading the planning, organization, implementation and evaluation of the overall management of all the day-to-day operations of Seabird Island, including but not limited to the following duties:
    - a) to develop and recommend to the Council for approval, human resources policies and procedures for the hiring, management, and dismissal of Directors and employees of Seabird Island;
    - b) to prepare and recommend to the Council for approval, descriptions of the powers, duties, and functions of all employees of Seabird Island;
    - c) to hire the employees of Seabird Island according to the HR Policy Manual, as the CAO considers necessary, and to set the terms and conditions of their employment;

- d) to oversee, supervise and direct the activities of all Directors and employees of Seabird Island;
  - e) to oversee and administer the contracts of Seabird Island;
  - f) to prepare, recommend to the Council and maintain and revise as necessary the organization chart;
  - g) to identify, assess, review and report on financial reporting risks and fraud risks at least annually and at any time when a potentially significant financial reporting risk or fraud risk comes to his or her attention;
  - h) to monitor and report on the effectiveness of mitigating controls for the risks referred to in paragraph (g) taking into consideration the cost of implementing those controls;
  - i) to perform any other duties of the CAO under Seabird Island Financial Administration Law; and
  - j) to carry out any other activities specified by the Council that are not contrary to any Act or law inconsistent with the CAO's assigned duties.
  - k) The CAO may assign the performance of any of the CAO's duties or functions;
    - a) to an officer or employee of Seabird Island; and
    - b) with the approval of the Council, to a contractor or agent of Seabird Island.
- iv. Any assignment of duties or functions under section k) does not relieve the CAO of the responsibility to ensure that these duties or functions are carried out properly.
- v. The Council will direct the CAO to achieve specified results, recipients, at budgeted costs through the establishment of laws, plans, policies, and procedures. The Council will limit the latitude the CAO shall exercise in practices, conduct and other "means" to the Council's directions through the establishment of CAO Limitations.
- vi. The CAO confirms the interpretation of the Council's directions, and then the CAO is authorized to establish all further operating procedures, establish all management practices and develop all management activities, with the

understanding that the Council will be kept well informed regarding matters of importance.

- vii. Only written decisions and given when the Council is, acting as a body, are binding upon the CAO.
- viii. The Council will instruct the CAO through clear directives that describe what is to be achieved or situations and actions to be avoided. The CAO will confirm what has been directed.
- ix. The CAO will confirm any amendments to policies with the Council or if a policy is absent ask Council for permission to create one.
- x. The CAO will maintain a comprehensive list of all existing policies and procedures, making sure that the current list of policy and procedures is made available to all affected persons
- xi. The CAO will inform the Council in a Memorandum when a Limitations (sections 22 - 34) has been contravened. The CAO will also report contraventions to the Council as part of his or her normal reporting. This does not exempt the CAO from subsequent Council judgment of the action.
- xii. When the CAO is absent or on short-term leave, the Council will be informed as to the two directors who will be available during the absence. One Director will be the Acting CAO, and the other will be the backup.

### **22.0 CAO'S PERFORMANCE**

- a. As the Council's single official link to the operating organization, the CAO's performance will be considered to be synonymous with organizational performance as a whole. The CAO's job contributions can be stated as performance primarily in four areas:
  - i. Organization accomplishment, as a result, of Council laws, policies, annual plan, motions, budgets, projects and Seabird Island ventures.
  - ii. Organization operation within the boundaries of reasonable judgment and ethics established in Council directives and CAO Limitations.
  - iii. Job competencies and regular duties as per job description.
  - iv. Business Ventures, such as Stqo:ya, Early Childhood Education, and the various clinics, under the CAO's authority.

## **23.0 MONITORING THE CAO'S PERFORMANCE**

- a. The purpose of monitoring is simply to determine the degree to which Council directions are being fulfilled. Monitoring will be as automatic as possible, using a minimum of Council time so that meetings can be used to create the future rather than to review the past.
- b. Monitoring the CAO performance is synonymous with monitoring organizational performance against Council directions and CAO Limitations.
- c. Council direction shall be monitored by:
  - i. Internal Report: Disclosure of compliance information to the Council from the CAO.
  - ii. External Report: Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by, and reports directly to Council. Such reports must assess CAO's performance only against directions of the Council, not those of the external party unless the Council has previously indicated that party's opinion to be standard.
  - iii. Direct Council Inspection: Discovery of compliance information by a Council Member, a Committee or the Council as a whole. This is a Council inspection of documents, activities or circumstances directed by the Council, which allows a "reasonable person" test of compliance.
  - iv. Upon the choice of the Council, any directions can be monitored by any method at any time.
  - v. Prior to March 1 of each year, the Council will have a formal evaluation of the CAO. The CAO's annual performance evaluation is based on his or her competencies, primary duties and on how well he/she has followed the Council's directions based on the Council's annual work plan and budget. This includes the Band's administration, programs, services, and business ventures.

## **24.0 CAO DISCIPLINE PROCESS AND TERMINATION**

- a. Termination procedure follows discipline section of the Seabird Island Human Resources Manual -verbal, written, suspension, then termination.
- b. An incident that is grounds for immediate dismissal are:
  - i. Theft, fraud, violence or any other legal or lawful ground for action, such reasons as will suffice in law to justify the action taken.

- ii. If the incident in question is in doubt as to whether it is grounds for dismissal, the issue will be referred to legal counsel for determination.

## **PART 4**

### **THE COUNCIL - CAO LIMITATIONS**

#### **25.0 GENERAL MANAGEMENT CONSTRAINT**

- a. The CAO shall not cause or allow in the organization any practice, activity, decision or circumstance which is unreasonable, illegal, or in violation of commonly accepted business and professional ethics:
  - i. With respect to dealing with Council, employees, members and the general public the CAO shall make certain conditions, are fair, dignified, and humane.
  - ii. In budgeting, any fiscal period or the remaining part of any fiscal period will follow materially from the Council's Annual Plans and directives.
  - iii. With respect to the actual, ongoing condition of the Council's financial circumstances, the CAO shall only incur expenses that reflect the Council's established policies.
  - iv. Assets will be protected, adequately maintained and not put at risk.
  - v. With respect to employment, compensation and benefits to Employees, Consultants, Contract Workers and Volunteers, the CAO shall make sure to maintain fiscal integrity and reputable public image.
  - vi. There shall be no conflict of interest in awarding purchases or other contracts.
  - vii. In order to protect the Council from legal action, the CAO will inform the Council immediately of any imminent legal action against the band.
  - viii. Has the discretion, in the best interest of the Band, to obtain legal advice but must report this to the Council at the next executive meeting or sooner if required. The CAO may direct a staff member to follow up on an issue when required.

## **26.0 COMMUNICATION AND ADVICE TO THE COUNCIL**

- a. With respect to providing information and advice to the Council, the CAO shall not permit the Council to be uninformed. Accordingly, the CAO will ensure:
  - i. To submit monitoring data required by the Council (see Policy on Monitoring the CAO's Performance), in a timely, accurate and understandable fashion, directly addressing provisions of the Council policies being monitored.
  - ii. Let the Council be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly, changes in the assumptions upon which any Council policy has previously been established.
  - iii. Advise the Council if, in the CAO's opinion:
    - a) If the Council is not in compliance with its regulations on Governance Process; and
    - b) The Council-Employee Relationships.
  - iv. Provide to the Council as many points of view, the issues and options as are needed for fully informed Council choices.
  - v. Provide a mechanism for official two-way communications between Council and designated Committees inclusive of the Directors Team, in particular.
  - vi. Deal with the Council as a whole except when fulfilling individual Councillor's requests for information on behalf of Council as a whole.
  - vii. To report in a timely manner an actual or anticipated noncompliance with any policy, bylaw, law or directive of the Council.
  - viii. Have the Director's Team and senior staff meets, at least quarterly with Council.

## **27.0 FOLLOWING DIRECTIONS OF COUNCIL**

- a. The CAO shall follow the directions of the Council as a whole.
  - i. Council directions will be followed and completed in a timely manner. Those not completed on time require an acceptable reason for an incompleteness, along with a new acceptable completion date.
  - ii. The CAO shall not deviate from the Council's directions without prior warning and a written explanation as to why such action was taken.

- iii. The CAO will develop an annual work plan and monthly Action Items Plans to ensure that the Council's directions are followed.
  - iv. The CAO's Annual Performance Evaluation is based on his or her competencies, primary duties and on how well he/she has followed the Council's directions based on the Councils Annual Strategic Plans, directives and budget.
- b. Failure to follow Council's directions will be dealt with under section 24.0

## **28.0 THE WELLBEING OF SEABIRD ISLAND EMPLOYEES**

- a. With respect to the wellbeing of Seabird Island Employees, the CAO will implement operational conditions, which are fair, equitable and dignified. Accordingly, the CAO shall:
- i. Manage the Band's operational organization by following HR Policy Manual, which clarify personnel rules, provide for effective handling of grievances, and protect against wrongful conditions.
  - ii. Ensure all employees know the information regarding their rights and responsibilities under the HR Policy Manual.
  - iii. Use existing HR Policy Manual as the direction from Council.
- b. Ensure that the health and safety requirements of employees are adhered to as defined by legislation.

## **29.0 ASSET PROTECTION**

- a. The CAO will ensure assets are protected, properly maintained, and kept from risk. Accordingly, the CAO shall:
- i. Insure against theft and casualty losses and liability losses to Council Members, Employees or the organization itself in an amount consistent with the average for comparable organizations.
  - ii. Not permit the Band's assets to be subject to improper use, wear, and tear or inadequate maintenance.
  - iii. Unnecessarily expose the Council Members, Employees, or the organization itself to claims of liability.



- iv. Authorize any operationally related purchases as per Section 10 of Seabird Island Financial Policy Manual.
- v. Protect information and files from loss or significant damage.
- vi. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
- vii. Acquire, encumber or dispose of real property Seabird Island assets except as per legislation policy.
- viii. Shall protect the organization's public image or credibility, particularly in ways that would hinder its accomplishment of the mission.
- ix. Ensure the assets can maintain the high quality of service provided.
- x. Ensure that an annual Asset Inventory is done.

### **30.0 COMPENSATION AND BENEFITS**

- a. With respect to employment, compensation and benefits to Employees, Consultants, Contract Workers and Volunteers, the CAO shall not cause or allow jeopardy to fiscal integrity or public image. Accordingly, the CAO shall not:
  - i. Change his or her, own compensation and benefits without Council's approval.
  - ii. Promise or imply guaranteed employment.
  - iii. Establish current compensation and benefits which, deviate materially from the geographic or professional market for the skills employed.
  - iv. Establish or change pension benefits or provisions that:
    - a) In any way commit the organization to benefits which incur unpredictable future costs.
    - b) Provide less than a basic level of benefits to all employees who qualify.
    - c) Cause any Employee to lose benefits already accrued from any previous plan.
    - d) Are in place without prior analysis of these provisions.

### **31.0 FINANCIAL CONDITION**

- a. The CAO shall abide by the Seabird Island Finance Policy Manual.
- b. With respect to the actual, ongoing condition of the organization's financial health, the CAO shall not incur fiscal jeopardy or a material deviation of actual expenditures from Council priorities established in Council's Annual Plan and Budgets. The CAO will satisfy the reporting requirements of Council. Accordingly, the CAO shall not:
  - i. Expend more funds than have been budgeted in the fiscal year without the approval of Council.
  - ii. Cause the organization to incur debt unless approved by Council.
  - iii. Use any long-term reserves except as approved by Council.
  - iv. Conduct inter-fund shifting without prior Council approval.
  - v. Let cash flow to drop below the amount needed to settle current payroll and accounts payable in a timely manner.
  - vi. Knowingly allow payments or other ordered payments or filings to be overdue for a lengthy period or inaccurately filed, refer to SI Finance Policy.
  - vii. Receive process or disburse funds under controls, which are insufficient to meet the Council's recommended auditor's standards.

### **32.0 BUDGETING**

- a. The CAO shall budget according to the Seabird Island Finance Policy Manual.
- b. Budgeting any fiscal period or the remaining part of any fiscal period follow materially from the Council's Annual Plans, Audit, and directives. Accordingly, the CAO shall not cause or allow budgets that:
  - i. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
  - ii. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period without Council's approval.

- iii. Provides less than sufficient funds per annum for the conduct of Council responsibilities such as costs of the fiscal audit, Council and Committee meetings, and Council legal fees.

### **33.0 FINANCIAL REPORTING**

- a. The CAO shall be responsible for timely, periodic financial reporting to the Council or as requested by Council. See the Seabird Island Financial Policy Manual for full reporting requirements.

### **34.0 CAPITAL PROJECTS BIDDING PROCESS**

- a. Budget prices are prices obtained to provide project submissions. These estimates allow us to make decisions re projects and priorities. The budget prices are not considered bids and work is not awarded on this basis. The following price scale will determine project requirements:
  - i. \$1,000.00 and under: is regular maintenance and work will be done by our workforce or outside contract. Bids are not required.
  - ii. \$1,000.00 to \$10,000.00: require bids, but the bids may not require specifications and provide warranties with bids where applicable. Job site meetings and general descriptions can be sufficient. A minimum of three bids is required. Should one bid suggest, different acceptable materials and the price is lower the other bidders will be notified and allowed to re-bid without the knowledge of the value of any of the bids.
  - iii. \$10,000.00 to \$100,000.00: require specifications, common job site meetings, and a tender process. All tenders will be opened at a common opening meeting which will involve participants designated by the CAO.
  - iv. \$100,000.00 plus: requires full specifications, architectural and engineering work and tender opening with Council representation as well as the CAO. Tenders will be awarded with Council approval and not necessarily to the lowest bidder. Tenders will be advertised by public media.
- b. In some instances when projects have to fast-tracked, sole source contracting maybe used with the consent of Council.
- c. For more information see Seabird Island Procurement and Disposal of Tangible and Intangible Asset Policy and Procedures and the SI Finance Policy.

## **PART 5**

### **THE COUNCIL - FINANCIAL GOVERNANCE**

#### **35.0 COUNCIL'S FINANCIAL RESPONSIBILITY**

- a. Council is responsible and accountable to the community for all matters relating to the financial administration of the Band and its entities. Council has a fiduciary responsibility to inform the community of any changes that affect the community membership.
- b. The Council will abide by the Seabird Island Financial Administration Law
- c. Review the Auditor's Annual Letter and document Council's actions regarding the Auditor's recommendations.

#### **36.0 FISCAL YEAR**

- a. The fiscal year of the Council shall commence on April 1 and end on March 31 the following year.

#### **37.0 AUDIT COMMITTEE**

- a. The Council shall establish an Audit Committee as per the Seabird Island - Financial Administration Law (FAL).
- b. The Council will appoint the FAC members by passing a Council Resolution, a majority of whom must have financial competency and all of whom must have independence and meet the eligibility criteria as set out in the terms of reference approved by Council.
- c. A FAC member may be removed from office by Council in the circumstances permitted in the Financial Administration Law. In such circumstances, Council will remove a FAC member by passing a Council Resolution.
- d. Council may choose to appoint an alternate FAC member by passing a Council Resolution.
- e. The CAO will maintain a register of members which will, for each member, include the date of appointment or re-appointment, the term of the membership, and the term end date and which will track independence and financial competency issues for each member.
- f. Council members must be appointed to the Finance and Audit Committee as soon as possible following their election to the Council and will serve on the Finance Committee to the end of their term on Council
- g. If a FAC member is removed from office, dies, or resigns before their term expires, Council must as soon as possible appoint a new FAC member to hold office for the remainder of the term.
- h. See the SI Finance and Audit Committee TOR.

#### **38.0 ACCOUNTING PRINCIPLES**

- viii. Financial statements shall be prepared in accordance with generally accepted accounting principles with such modification as may be required by the appropriate authority.

### **39.0 CHART OF ACCOUNTS**

- a. The Chart of Accounts established by the Council shall provide for the accumulation of any and all such financial and statistical data as may be required for:
  - i. Fair presentation of financial position, results of operations, and changes in financial position in accordance with generally accepted accounting principles,
  - ii. Financial and statistical reporting to comply with necessary requirements,
  - iii. A comprehensive management information and control system.

### **40.0 REPORTING OF COMPENSATION, BENEFITS AND CONTRACTS**

- a. The Council will establish accountability, transparency and full disclosure for each Councillor's remuneration and expenses paid by SI and by its consolidated entities.
- b. Annually, compensation, benefits and contracts will be reported in a special purpose report.
- c. The auditor will issue an audit or a review engagement report on the special purpose report in accordance with the terms of the engagement.
- d. The special purpose report along with the draft unsigned audit or review engagement report is shared with the Audit Committee for review and recommendation for approval to Council to be included in the annual report.
- e. Records of each Councillor will be retained and safeguarded according to the requirements for information management set out in SI's policies and procedures.

### **41.0 BANKING, AUDITOR, BENEFIT PROVIDER AND TENDERING OF SERVICES**

- a. The Council shall maintain financial accounts which are deemed necessary at banking institutions which are protected under federal or provincial deposit insurance organizations.
  - i. Signing authorities; the Chief and Council by resolution appoint signing authorities for each bank(s).
- b. The Council shall periodically evaluate its banking, audit or benefits requirements, and tender accordingly.

### **42.0 FINANCING**

- a. The Council shall not mortgage, sell, lease, transfer or change the use of real or personal property of the facilities owned and operated by the Council without the necessary approval.

#### **43.0 DONATIONS AND OTHER REVENUES**

- a. The Council will evaluate all conditions and/or specific directions given with respect to proposed donations, endowment bequests, or other similar gifts or transfers of funds or assets to the Council. If the Council is unable to comply with such conditions and/or directions, then such donations, endowment bequests, or other similar gifts or transfers of funds or assets may be rejected by the Council.

#### **44.0 DONATION, GIVEAWAYS, GIFTS AND BENEFITS**

##### **Donations and Give-Aways**

- a. Only a Quorum of Chief and Council can approve any gifts, donations or giveaways.
- b. The maximum annual budget for all gifts, donations or giveaways will be set by the Chief and Council when approving the annual budget.
- c. All gifts, donations or giveaways should appear to be from Chief and Council and will be recorded and reported to the members at the quarterly meetings.
- d. The Seabird Island is a fiscally responsible organization with a responsibility to stakeholders to make sound decisions based on organizational requirements, not

favourite charities. There is also a responsibility to ensure that Seabird Island members are not put in uncomfortable situations when asked to make financial contributions.

- e. The Seabird Island is sensitive to the struggles experienced by charitable organizations and special interest groups. It also believes there are a place and time for solicitation. Therefore, the Seabird Island restricts canvassing, soliciting and collecting funds in its offices. Council can make exceptions at their discretion and will monitor the impact of this activity on the organization.
- f. Upon approval of the Executive, charitable organizations may be permitted to display campaign posters in the main lobbies and on bulletin boards of SIB premises.
- g. The Donations and Community Support Policy addresses community emergencies and needs. (document under development)

#### **Gifts and Benefits**

- 1) See section 6 of SCHEDULE 1 - Avoiding and Mitigating Conflicts Of Interest

### **45.0 COUNCIL'S ANNUAL BUDGET AND EXPENDITURES**

- a. Prior to the start of each fiscal year, the Council will determine its annual governance budget and publish it on the website.
  - i. Governance funding is paid through Band own revenues.
- b. The Seabird Island Financial Policy Manual will be referred to for guidance in establishing the procedure for Council's budget and expenses.
- c. Each month the Council will review in-camera its expenditures to date with regards to honoraria, travel, gift giving on behalf of Council and credit card charges.
- d. Council will determine its procedures for gift giving, electronic devices and credit card use.
- e. No advances on honoraria will be given.
- f. Any expenditure from Council budget must be approved by the Council Executive.

# SCHEDULE



## **SCHEDULE 1- Avoiding and Mitigating Conflicts Of Interest**

### **Part I - Interpretation**

#### **1. Interpretation**

- 1) In this Schedule, "this Law" means the Financial Administration Law to which defines Councils responsibilities under this Law.
- 2) Except as otherwise expressly provided in this Schedule, words, and expressions used in this Schedule have the same meanings as in this Law.
- 3) If there is a conflict between a provision of this Schedule and this Law, the provision of this Law applies.

#### **2. Definition of Conflict of Interest**

- 1) In this Schedule, an individual has a "conflict of interest" when the individual exercises a power or performs a duty or function and at the same time knows or ought reasonably to have known that in the exercise of the power or performance of the duty or function there is an opportunity to benefit the individual's private interests.
- 2) In this Schedule, an individual has an "apparent conflict of interest" if a reasonably well-informed person would perceive that the individual's ability to exercise a power or perform a duty or function of their office or position must be affected by the individual's private interests.
- 3) In this Schedule, an individual's "private interests" means the individual's personal and business interests and include the personal and business interests of:
  - (a) the individual's spouse,
  - (b) a person under the age of eighteen (18) years in respect of whom the individual or the individual's spouse is a parent or acting in a parental capacity,
  - (c) a person in respect of whom the individual or the individual's spouse is acting as guardian,
  - (d) a person, other than an employee, who is financially dependent upon the individual or the individual's spouse or on whom the individual is financially dependent, and
  - (e) an entity in which the individual or the individual in combination with any other person described in this subsection has a controlling interest.

- 4) Despite subsections 1) and 2), an individual's private interests do not give rise to a conflict of interest if those interests
  - (a) are the same as those of a broad class of members of Seabird Island of which the individual is a member; or
  - (b) are so remote or insignificant that they could not be reasonably regarded as likely to influence the individual in the exercise of a power or performance of a duty or function.

## Part II - Councillors and Committee Members

### 3. Application

- 1) This Part applies to all Councillors of Seabird Island and, where applicable, to all members of Council committees.

### 4. General Obligations

- 1) Councillors must avoid circumstances that could result in the Councillor having a conflict of interest or an apparent conflict of interest.
- 2) Councillors must avoid placing themselves in circumstances where their ability to exercise a power or perform a duty or function could be influenced by the interests of any person to whom they owe a private obligation or who expects to receive some benefit or preferential treatment from them.

### 5. Disclosure of Interests

- 1) In paragraph 2)(c) "real property" includes an interest in a reserve held under:
  - (a) a certificate of possession under the *Indian Act*;
  - (b) a lease under the Seabird Island Land Code or
  - (c) Seabird Island's traditional land holding system pursuant to a band Council resolution.
- 2) A Councillor must file a written disclosure of the following information with the CAO and the rest of Council:

- (a) the names of the Councillor's spouse and any persons or entities referred to in subsection 2(3);
  - (b) the employer of the Councillor and the Councillor's spouse;
  - (c) real property owned by the Councillor or the Councillor's spouse; and
  - (d) business interests and material investments of the Councillor or the Councillor's spouse, including in an entity referred to in paragraph 2) 3)(e).
- 3) A Councillor must file a written disclosure under subsection 2) on the following occasions:
- (a) within thirty (30) days of being elected to the Council;
  - (b) as soon as practical after a material change in the information previously disclosed; and
  - (c) on April 15 of each year that the Councillor holds office.
- 4) The CAO must establish and maintain a register of all information disclosed by a Councillor under this section and section 6.
- 5) On request of a member of Seabird Island or any person engaged in any aspect of the financial administration of Seabird Island, the CAO must permit that member or person to view the register referred to in subsection 4).

## **6. Gifts and Benefits**

- 1) A Councillor or a person referred to in paragraphs 2(3)(a) to (d) in relation to that Councillor must not accept a gift or benefit that might reasonably be seen to have been given to influence the Councillor in the exercise of the Councillor's powers or performance of the Councillor's duties or functions.
- 2) Despite subsection 1), a gift or benefit may be accepted if the gift or benefit
- (a) would be considered within:
    - i. normal protocol exchanges or social obligations associated with the Councillor's office,
    - ii. normal exchanges common to business relationships, or
    - iii. normal exchanges common at public cultural events of Seabird Island;
  - (b) is of nominal value;

- (c) is given by a close friend or relative as an element of that relationship; or
  - (d) is of a type that the policies or directions of the Council have determined would be acceptable if offered by Seabird Island to another person.
- 3) Where a gift with a value greater than two hundred dollars (\$200.00) is given to a Councillor or a person referred to in subsection (1), the Councillor must make a written disclosure of the gift to the Council under section 5, and the gift must be treated as the property of Seabird Island, unless otherwise approved by Council Resolution.
- 4) Subsection 3) does not apply to a gift received during a public cultural event of Seabird Island or other cultural events, if the gift falls within limits set out in this section.

## **7. Confidential Information**

- 1) Councillors must keep confidential all information that the Councillors receive while performing their duties or functions unless the information is generally available:
- (a) to members of the public; or
  - (b) to members of Seabird Island.
- 2) Councillors must only use confidential information referred to in subsection (1) for the specific purposes for which **it was** provided to the Councillors.
- 3) Councillors must not make use of any information received in the course of exercising their powers or performing their duties or functions to benefit the Councillor's private interests or those of relatives, friends or associates.

## **8. Procedure for Addressing Conflict of Interest**

- 1) As soon as a Councillor becomes aware of circumstances in which the Councillor has a conflict of interest, the Councillor must disclose the circumstances of the conflict of interest at the next Council meeting.
- 2) A Councillor must leave any part of a Council meeting where the circumstances in which the Councillor has a conflict of interest are being discussed or voted on.
- 3) The minutes of a Council meeting must record the Councillor's disclosure under subsection (1) and note the Councillor's absence from the Council meeting when the circumstances in which the Councillor has a conflict of interest were being discussed or voted on.

- 4) A Councillor must not take part in any discussions or vote on any decision respecting the circumstances in which the Councillor has a conflict of interest.
- 5) A Councillor must not influence or attempt to influence in any way before, during or after a Council meeting any discussion or vote on any decision respecting the circumstances in which the Councillor has a conflict of interest.

#### **9. Procedure for Undisclosed Conflict of Interest**

- 1) If a Councillor has reason to believe that another Councillor has a conflict of interest or an apparent conflict of interest in respect of a matter before the Council, the Councillor may request clarification of the circumstances at a Council meeting.
- 2) If, as a result of a clarification discussion under subsection (1), a Councillor is alleged to have a conflict of interest or an apparent conflict of interest and the Councillor does not acknowledge the conflict of interest or apparent conflict of interest and take the actions required under section 1), the Council must determine whether the Councillor has a conflict of interest or an apparent conflict of interest before the Council considers the matter referred to in subsection (1).
- 3) The minutes of the Council meeting must record any determination made by the Council under subsection 2).
- 4) If the Council determines under subsection 2) that a Councillor has a conflict of interest or an apparent conflict of interest, the Councillor must comply with section 1).

#### **10. Obligations of Committee Members**

- 1) This section applies to all members of Council committees.
- 2) Sections 4 and 6 to 1) apply to a member of a Council committee and all references in those sections to:
  - (a) a Councillor are considered to be references to a member of a Council committee; and
  - (b) a Council meeting are considered to be references to a committee meeting.

## **Part III - Directors and Employees**

### **11. Application**

- 1) This Part applies to all Director and employees of Seabird Island

### **12. General Obligations**

- 1) In the performance of their duties and functions, a Director or employee must act honestly and in good faith and the best interests of Seabird Island.
- 2) A Director or employee must avoid circumstances that could result in the Director or employee having a conflict of interest or an apparent conflict of interest.
- 3) A Director or employee must avoid placing themselves in circumstances where their ability to exercise a power or perform a duty or function of their office or position could be influenced by the interests of any person to whom they owe a private obligation or who expects to receive some benefit or preferential treatment from them.
- 4) The CAO must ensure that every Director and employee is informed of their obligations under this Part and must take steps to ensure that employees comply with these obligations.

### **13. Disclosure of Conflict of Interest**

- 1) If a Director or employee believes he or she has a conflict of interest, the Director or employee must:
  - (a) disclose the circumstances in writing as soon as practical to the CAO or, in the case of the CAO, to the chair of the Finance and Audit Committee; and
  - (b) refrain from participating in any discussions or decision-making respecting the circumstances of the conflict of interest until advised by the CAO or the chair, as the case may be, on actions to be taken to avoid or mitigate the conflict of interest.

### **14. Gifts or Benefits**

- 1) A Director or employee or a member of their family must not accept a gift or benefit that might reasonably be seen to have been given to influence the officer or employee in the exercise of their powers or performance of their duties or functions.
- 2) Despite subsection 1), a gift or benefit may be accepted if the gift or benefit
  - (a) would be considered within:

- i. normal exchanges common to business relationships, or
  - ii. normal exchanges common at public cultural events of Seabird Island;
- (b) is of nominal value;
- (c) is given by a close friend or relative as an element of that relationship; or
- (d) is of a type that the policies or directions of the Council have determined would be acceptable if offered by Seabird Island to another person.

#### **15. Outside Employment and Business Interests**

- 1) If a Director or employee is permitted under their terms of employment to have outside employment or business interests, the Director or employee must disclose these employment or business interests in writing to the CAO or, in the case of the CAO, to Council and the chair of the Finance and Audit Committee.
- 2) A Director or employee must ensure that any permitted outside employment or business interests do not unduly interfere with the exercise of their powers or performance of their duties and functions and that these activities are conducted on their own time and with their own resources.

#### **16. Confidential Information**

- 1) A Director or employee must keep confidential all information that the Director or employee receives while exercising their powers or performing their duties or functions unless the information is generally available:
  - (a) to members of the public; or
  - (b) to members of Seabird Island.
- 2) A Director or employee must only use any confidential information referred to in subsection 1) for the specific purposes for which it was provided to the Director or employee.
- 3) A Director or employee must not make use of any information received in the course of exercising their powers or performing their duties or functions to benefit the Director's or employee's private interests or those of relatives, friends or associates.

## **17. Seabird Island Property and Services**

- 1) Directors and employees must not use any personal property or services of Seabird Island for any purposes unrelated to the performance of their duties or functions unless that use is otherwise acceptable under the policies or directions of the Council.
- 2) Directors and employees must not acquire any personal property of Seabird Island unless it is done in accordance with policies or directions of the Council.

## **Part IV - Contractors**

### **18. Application**

- 1) This Part applies to all contractors of Seabird Island, other than a person who has an employment contract with Seabird Island.
- 2) In this Part, a reference to a contractor includes a reference to each employee or agent of the contractor who is engaged to perform duties or functions under the contract with Seabird Island.

### **19. Contractor Acting as Director or Employee**

- 1) If a contractor is retained to exercise the powers or perform the duties or functions of a Director or employee, the contractor must comply with Part III of this Schedule as if the contractor were a Director or employee of Seabird Island.

### **20. General Obligations**

- 1) A contractor must act at all times with integrity and honesty:
  - (a) in its dealings with Seabird Island; and
  - (b) in its dealing with any third party when the contractor is representing or acting on behalf of Seabird Island.
- 2) A contractor must not attempt to obtain preferential treatment from Seabird Island by offering gifts or benefits that a Councillor, committee member, Director or employee is prohibited from accepting under this Schedule.
- 3) A contractor must ensure that every employee or agent of the contractor who is engaged to perform duties or functions under the contract with Seabird Island is informed of their



obligations under this Part and must take steps to ensure that these employees or agents comply with these obligations.

## **21. Confidential Information**

- 1) A contractor must keep confidential all information that the contractor receives in the course of performing their duties or functions unless the information is generally available to members of the public.
- 2) A contractor must only use any confidential information referred to in subsection (1) for the specific purposes for which it was provided to the contractor.
- 3) A contractor must not make use of any information received in the course of performing its duties or functions to benefit the contractor's interests or those of the contractor's relatives, friends or associates.

## **22. Business Opportunities**

- 1) A contractor must not take advantage of a business or investment opportunity being considered Seabird Island and which the contractor becomes aware of while performing services for Seabird Island unless Seabird Island has determined not to pursue the opportunity.

## **23. Seabird Island Property and Services**

- 1) If a contractor has been provided the use of any property or services of Seabird Island in order to perform services for Seabird Island, the contractor must not use the property or services for any purposes unrelated to performance of those services

# **APPENDIXES**

## APPENDIX 1

### SOURCES OF LIABILITY FOR COUNCIL

The courts have described the duties of the Chief and Councillors as fiduciary in essence, in that they must exercise their discretion as elected officials in the best interests of their First Nation. As a Fiduciary, a Chief and each Councillor must always act with a view to the best interests of Seabird Island.

A Chief and each Councillor who is appointed a director and/or officer of a Seabird Island owned corporation is also a Fiduciary and this appointment imposes additional burdens and obligations upon them.

Personal liabilities may also flow to a Chief and a Councillor under provincial statutes which are binding on First Nations under section 88 of the Indian Act, and federal statutes which deal with directors and officer's liabilities.

A Chief and a Councillor could be found liable for damages for breach of fiduciary duties to the members of the First Nation. Most often, these cases involve a Chief or a Councillor acting in a conflict of interest and voting on matters in which they have a personal interest in the outcome. As the British Columbia Court has stated in the case of *Gilbert v. Abbey*:

"There can be no question that a duly elected Chief, as well as the members of a First Nation Council, are fiduciaries as far as all other members of the First Nation are concerned. The Chief, upon being elected, undertakes to act in the best interests of the members of the First Nation. The members of the First Nation are vulnerable to abuse by the fiduciary of his or her position, and a fiduciary undertakes not to allow his or her interest to conflict with the duty he or she has undertaken".

#### POSSIBLE CONSEQUENCES OF A BREACH

The characterization of a Chief and each Councillor as a Fiduciary is particularly important as the Courts will hold Fiduciaries strictly liable for any breaches.

This means that it does not matter if the person intended harm to the First Nation or First Nation membership. However, if intent to harm is shown then punitive or exemplary damages may be ordered to punish the wrongdoer.

In addition to the remedy of damages, other special remedies such as an accounting of profits wherein the fiduciary must reimburse the First Nation or First Nation's corporation for any gains made by the Fiduciary may be ordered.

## AVOIDING AND PREVENTING LIABILITY

The high standards that go with being a Fiduciary mean that the Chief and all Councilors should be careful to observe the duties of care, diligence, and skill expected of them. To protect yourself you should do, at a minimum, the following:

- a. attend all meetings;
- b. insist all written and any background materials be provided to you well in advance of meetings so you can make an informed vote on the matter;
- c. review and read all documents and background materials from legal counsel, accountants, financial advisors, and other professionals on any important decisions;
- d. make sure you understand them, and, most importantly, follow the advice which is given;
- e. make sure that minutes are taken of all Council meetings;
- f. make sure you review all Council minutes for accuracy;
- g. make and keep your notes of each Council meeting;
- h. keep your notes and minutes in a binder or a file so that you have them for reference;
- i. make sure your disagreement on any matter is made known and is recorded;
- j. abstaining is not disapproval under the *Indian First Nation Council Procedure Regulations*;
- k. read and know the policies and laws of the First Nation;
- l. know the internal control structures and signing authorities in place at the First Nation;
- m. make sure First Nation committees report on a regular basis to Council;
- n. avoid even the appearance of a conflict of interest; and
- o. Make reasonable and prudent decisions concerning the management of First Nation assets.

## APPENDIX 3

### Council Vacancies and Replacements as per SI Election Code

#### 16. Council Vacancies and Replacement

##### Vacancies

- 1) A Chief or Councillor position becomes vacant when that person who holds office:
  - a) resigns in writing from the office on his or her accord;
  - b) is determined by the Appeal Board, a Court, Council or the Royal Canadian Mounted Police (RCMP) to have committed:
    - i. an election offence under Sections 37 or 38 of this Code;
    - ii. gross misconduct in connection with Council business;
    - iii. Corrupt practice, gross misconduct, accepting a bribe, dishonesty or malfeasance in connection with the election or Council business.
  - c) has been recalled;
  - d) dies;
  - e) is ineligible to hold a Council position under Section 12 of SI Election Code;
  - f) is convicted of an indictable offence as defined within the Criminal Code of Canada, but not with regards to exercising or protecting Aboriginal Rights and Title such as Fishing offences;
  - g) fails to swear the prescribed Oath of Office declaration within the time period set out in Subsection 12.1(h) of SI Election Code;
  - h) has missed three (3) regular scheduled consecutive Seabird Island Council meetings without the written authorization of Council;
  - i) has become clinically mentally ill or incapacitated to the point where they cannot perform the required duties for a period of more than three (3) months as confirmed by a competent authority;

- j) a Member of Council, who has information that a breach of any aspect of Sections 16, 37, or 38 of the Seabird Island Election Code, has occurred but fails to act to protect the interests of Band and its Members is in breach of this Election Code and may be removed from office; or
- k) is otherwise unable to fulfill the terms of office.

#### Replacement

- 2) Once Council has received a written accusation that one or more of its Members is in breach of any of the Sections 16, 37, or 38 of the Seabird Island Election Code; those Members not accused of the breach will start an investigation of the allegations against the said Member(s).
- 3) Council will set an initial in-camera meeting to determine if there is sufficient information to potentially meet one or more of the conditions set out in Sections 16, 37 or 38.
- 4) The accused will be immediately informed of the allegation against them and will have the opportunity to bring forward information to support his/her position at the initial in-camera meeting.
- 5) Despite Subsection 16.1, a Member of Council may seek a leave of absence for up to three (3) months before being required to resign, but any such leave and any conditions attached to it must be agreed to by Council in writing.
- 6) Removal of the Chief or Councillor occurs when a quorum of Council passes a resolution at a duly convened in-camera meeting declaring that the person(s) that hold(s) office be removed according to this Code. Prior to this decision, the Council's Chair or Co-Chair must:
  - i. give at least five (5) days' notice of an initial in-camera meeting to all Council Members;
  - ii. ensure that all relevant information; including any information submitted by the accused or the Appeal Board be made available to all Councillors prior to discussing the validity of the allegation; and
  - iii. ensure that if more than one (1) Council Member is subject to removal that the remaining Members of Council make a determination on the removal or removals.
- 7) A written allegation or successful Recall Petition must be received by Council's Chair/Co-chair or another Council Member if the Chair/Co-chair are the accused, outlining the grounds for removal along including any information supporting reason for removal. On receipt of an allegation:

- i. the Council shall verify that the written allegation complies with any component of Sections 16, 37 or 38 or determine that the grounds put forth in the allegation are either frivolous in nature or unsubstantiated, and dismiss the petition; or schedule another in-camera Council meeting to deal with the allegation and inform the people involved; and
  - ii. if a successful Recall Petition is submitted and it meets the requirement of this Code, the Council is required to pass a resolution declaring that the person named in the petition, be removed from office.
- 8) If Council determines that an allegation is not substantiated, the Council shall so inform the person(s) making the allegation in writing and provide reasons within ten (10) business days of the Council meeting date at which the determination was made.
- 9) If there is sufficient information to potentially meet one or more of the conditions set out in Sections 16, 37 or 38, all parties involved will be notified by Council within five (5) days of the initial meeting that another special in-camera will take place to hear from all parties involved in the allegation, subject to:
  - i. this special in-camera meeting will be held at least twenty-five (25) business days after the initial meeting;
  - ii. during this special in-camera meeting, Council will take into consideration all aspects of procedural fairness, and allow everyone involved to make a presentation, which may include the presentation of documents and testimony by witnesses;
  - iii. within fourteen (14) business days of this meeting being held, Council shall:
    - a. rule that the allegation shall be allowed to stand, and declare the Council position of the Member of Council who is the subject of the allegation to be vacant; or
    - b. rule that the allegation cannot be fully substantiated and is dismissed; and
    - c. Council shall record the decision in the Council minutes along with any reasons and send, by registered mail, a written notice of the ruling along with any reasons, to the person(s) making the allegation and the Council Member who is the subject of the petition or demand for removal.

- 10) If the Council position is declared vacant under this Section, the Council may further declare the Chief or Councillor removed from office shall be disqualified from being a candidate in any election as per Section 39.
- 11) Any party may seek Judicial Review of the decisions of the Council in a Federal court.
- 12) Upon a Councillor position becoming vacant during the term of Council, the candidate for Councillor in the last election with the ninth {9th} highest number of votes that was not elected shall be offered the vacant position. If that person cannot accept it, then it shall be offered to the next person with the tenth {10th} highest votes on the list and so on:
  - i. if there is a tie, then the names will be put in a hat or receptacle, and the Election Officer or a Member of the Appeal Board shall blindly draw a name out, and that person is declared the winner.
- 13) If the Chief position becomes vacant, the elected Councillors shall choose by an agreed upon process; one person from amongst themselves to be the Acting Chief of the Council for the duration of the term. The selected Councillors position will now be vacant and filled as per Subsection 16.12.
- 14) If the Chief position becomes vacant because the person who won was ineligible to run; a By-election will be held using the By-election -Accelerated Election process defined in Section 41.
- 15) Only the candidates who originally were nominated are eligible to run in this by-election unless the ineligible person who won had won by acclamation; than any eligible Member may run.
- 16) The person who was elected and knowingly was not eligible is responsible for all the costs incurred by Seabird Island for the by-election:
  - i. within seven (7) days of the by-election, the Chief Administrative Officer shall send a letter to the person who was elected but not eligible, setting out the costs of the by-election and demanding payment; and
  - ii. if the person who was elected but was not eligible does not pay, or make arrangements with the Chief Administrative Officer to pay, within thirty (30) days of the demand letter, the Chief Administrative Officer may take any or all available steps to recover the debt including pursuing legal remedies and with-holding any distributions or payments that may be made from the Band to the person.



- 17) If no Councillor candidate is available from the last voting results and there is more than one (1) year remaining in the term, in the event of a loss of quorum, then a by-election shall be held as using the by-election accelerated election process defined in Section 41.
- 18) Upon a Chief or Council position becoming vacant, the Council shall post a notice of the vacancy and how the position was or will be replaced in at least one conspicuous place on the Seabird Island Reserve and the Band's website.

APPENDIX 4

CHIEF AND COUNCIL GOVERNANCE DECLARATION OF CONFLICT OF INTEREST

"Seabird Island's Chief and Council (Council) Members in exercising their powers and performing their duties will act honestly and in good faith and the best interests of the Council."

Conflict of Interest is deemed to be a situation in which a Council Member:

- Has a direct or indirect interest in an existing or proposed contract or other transaction with the Council;
- Holds any office or possesses any property whereby, directly or indirectly, duty or interest might be created to conflict with his/her duty or interest as a Member, or
- By virtue of a personal or family relationship may be seen to be in a position which may conflict with a duty or interest of a Member.

I declare that:

1. I have a potential of conflict of interest. \_\_\_\_\_ yes \_\_\_\_\_ no

If yes, please describe:

---

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2. I have immediate relationships (Spouse, children, and parents) that hold interests that have the potential of a conflict of interest for me.

\_\_\_\_\_ yes \_\_\_\_\_ no

If yes, please describe:

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Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

**APPENDIX 5**  
**COUNCIL REPORTS**

**Council Portfolio Monthly Activity Report to Council**

**Name of Portfolio:**..... **Date of Report:** .....

**Lead Portfolio's Name:**..... **Signature:**.....

**Alternate's Name:** \_\_\_\_\_

**1) Month's Activities:**

1. Highlight Department's accomplishments, to date, from Strategic Plan Status.

**2) Meeting Attended:** (Date, Name/Type, Comments)

1. Portfolio - Director/Department Meetings

**3) Recommend to the Council any political actions:** (List with comments)

- 1.

**Councillor - Workshop/Meeting Report to Council**

Report Date	Name			
Council Portfolio involved	<input type="checkbox"/> Finance/Administration/HR <input type="checkbox"/> Capital/Public Works & Housing <input type="checkbox"/> Health & Social Development <input type="checkbox"/> Health - ECE, C&F Services <input type="checkbox"/> Education - K-12 <input type="checkbox"/> Education - College <input type="checkbox"/> Corporate Affairs	<input type="checkbox"/> Housing, Capital and Public Works <input type="checkbox"/> Justice <input type="checkbox"/> Culture, Language, and Heritage <input type="checkbox"/> Fisheries <input type="checkbox"/> STC <input type="checkbox"/> First Nations Summit <input type="checkbox"/> Assembly of First Nations		
Meeting/Workshop Name		Dates Attended		
Meeting/Workshop Location		Travel Required	<input type="checkbox"/> Yes <input type="checkbox"/> No	
Meeting/Workshop Topic		Honorarium Paid by Host	<input type="checkbox"/> Yes <input type="checkbox"/> No	
Attach Agenda	<input type="checkbox"/>			
Agenda Items ( <i>list those attended</i> )	-			
	<input type="checkbox"/>			
	-			
	<input type="checkbox"/>			
	-			
	<input type="checkbox"/>			
Decision/Voting Summary	Vote Topic:			
	Vote: <input type="checkbox"/> Yes <input type="checkbox"/> No; SI vote: <input type="checkbox"/> Yes <input type="checkbox"/> No			
	Vote Topic:			
	Vote: <input type="checkbox"/> Yes <input type="checkbox"/> No; SI vote: <input type="checkbox"/> Yes <input type="checkbox"/> No			
Information Members Should Know	Vote Topic:			
	Vote: <input type="checkbox"/> Yes <input type="checkbox"/> No; SI vote: <input type="checkbox"/> Yes <input type="checkbox"/> No			

---

Membership Input  
Required

---

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

### Councillor's Monthly Committee/Subcommittee Report to Council

Name of Committee: \_\_\_\_\_ Date of Report: \_\_\_\_\_

Name of Chair: \_\_\_\_\_ Signature: \_\_\_\_\_

Name of Co-Chair: .....

#### 1) Month's Activities- Update to Council

1.

#### 2) Recommend to the Council any political actions (List with Comment)

1.

3) Minutes of Meeting/s-Attached: YES ☐ NO ☐

## APPENDIX 6

### Council Orientation Material

#### The Governance Model

##### How It Works

This "Governance Model" approach to governance eliminates meaningless sub-committee work, Council interference in administration, staff manipulation of the Council, unclear evaluation criteria, and role confusion. It allows the Council to focus on developing a vision for the organization and to spend most of its time and energy on supporting that vision.

The key is developing and abiding by; laws, by-laws, plans, policies and procedures created by Council. Since they direct all organizational decisions, they present the most powerful lever for exercising Council leadership. Using this Governance Model, the Council establishes rules in four broad areas:

**Ends:** the ultimate goals of the organization. What difference your organization seeks to make in the world, what interests your organization seeks to protect.

**CAO limitations (Instruction to the CAO):** those principles of sound judgment and ethics that limit the choice of "MEANS" the staff can use to achieve the organization's "ENDS." These policies do not prescribe which "MEANS" *must* be used, only those that are out of the bounds.

**Council - CAO Relationship:** how the Council delegates authority to the CAO, how it assesses his/her performance.

**Council Process:** the internal workings of the Council and its Sub-Committees - its philosophy, its accountability, and the specifics of its job.

The job of the Council is to ensure that these laws, by-laws, plans, policies and procedures are strictly followed, not to second-guess every action the CAO takes. By establishing clear rules in these areas and sticking to them, the Council can free itself from having to oversee the day to day operation of the organization; unless required.

#### The Council's Four Direct Responsibilities

The direct responsibilities of the Council ensure the Council's overall accountability.

1. The Council's first direct responsibility is to Seabird Island Membership. The Council acts in trusteeship for Seabird Island Membership and serves as the legitimizing connection between Seabird Island Membership and the organization.

2. The Council's second direct responsibility is to adopt explicit governing policies, codes, bylaws and laws. The Council thereby can ensure that the values and perspectives of the whole organization will meet the standards set by the Council. In this way, the Council's accountability for the performance of the whole organization can be fulfilled.
3. The Council's third direct responsibility is to ensure the CAO's performance by means of adopting explicit CAO's Limitation Policies. The Council is obligated, therefore, to ensure the CAO faithfully serves the Council's explicit expectations as directed by the Council's policies and/or applicable motions.
4. The Council's fourth direct responsibility is to monitor and evaluate the CAO and the Council itself, to ensure that they are both performing their proper roles and functions.

**\*The Council Governs!**

**\*The Management Manages!**

#### **A COUNCIL MEMBER'S APPROACH TO THE JOB**

- Be prepared to participate responsibly.
- Remember your primary identity with Seabird Island Membership, not the employees.
- Represent Seabird Island Membership, not single opinion.
- Be responsible for group behavior and productivity at the Council table.
- Be a proactive Council Member.
- Honor divergent opinions without being intimidated by them.
- Use your special expertise to enhance your Council's wisdom.
- Orient to the whole of an issue, not the parts.
- Think upward and outward more than downward and inward.
- Tolerate issues that cannot be quickly settled.
- Deal with the big issues as they arise.
- Support Council's final decision.

- Don't mistake form for substance. That is, don't confuse having a public relations committee with having good public relations.
- Keep in-camera conversations/discussions/decisions confidential at all times!
- Don't expect agendas to be built on your interests alone.
- The organization is not there for you.
- Your own and community values count when the Council is creating laws, by-laws, policies, and procedures. However, when the CAO's performance is monitored you must refer only to criteria the Council decided upon, not what your opinion was about those criteria.
- Support of the "Chair" in respect to Council policies, by-laws, etc. is imperative, i.e. Council Discipline.
- Lastly, Look after Yourself
  - o Being a Council member is a significant commitment of time and energy. You are also human with a family and other interests. Time management skills are a must and taking time management workshops is a good strategy.
  - o There are always meetings happening, and many require travel away from home. If this interferes too much with family life, sometimes you have to not go. Think about telephone or video conferencing. Sometimes it is sufficient to have staff go and report back. The key is ensuring this reporting happens.
  - o It is important to remember that as a Council member, you do not have to know or understand everything; but you do have to have faith in the staff and know who to ask or where to look for answers.

### **A Council is only as Good as its Members**

The Good Member is one who:

- Is concerned with the short and long-run welfare of the Community and its membership.
- Is committed to the Council's responsibility and not his/her own agenda.
- Is knowledgeable about the Council's purpose.



- Addresses policy and performance with good judgment and restraint and does not interfere in administrative detail.
- Has useful skills and experience.
- Supports processes of consultation and the seeking of consensus.
- Is considerate of his/her fellow members in debate.
- Listens to individual members of the Council and community members.
- Knows that only the Council as a whole can request action and make commitments and decisions(" as individuals, Councillors have no legal standing")
- Has the independent stature, influence, and willingness to speak to political and economic power structures including those within the community.
- Has had experience with Councils, Boards, and/or organizations and understands appropriate Council management relations.
- Who actively participates in debate of all issues.
- Is concerned with the short and long run welfare of the community and the members.
- Is focused oriented, seeks solutions and results rather than making excuses.
- Is open and considerate of his fellow members in debate.
- Keeps commitments to people.
- Ensures that empowerment of our people.
- Is committed to the community goals and objectives.

**Examples of What the Council May Do (Hands On)**

- Set the Council's work plan and agenda for the year and each meeting.
- Determine Council's training and development need.
- Attend to the decline, if any, in Council attendance, Council following this manual, by-law, and other self-imposed rules.

- Become experts in governance.
- Meet with and gather wisdom from the Seabird Membership.
- Establish the limit of the CAO's authority to budget, administer finances and compensation, establish programs, and otherwise manage the organization in accordance with the CAO Limitation policies.
- Establish the results, recipients and acceptable costs of those results that justify the organization's existence.
- Examine monitoring data, i.e. budgets, etc. and determine whether the CAO has used a reasonable interpretation of Council-stated policies and/or directions.
- Ensure that the Council, in the course of all its duties and responsibilities, recognizes and respects the heritage and culture of Seabird Island Membership and acts accordingly.

**Examples of What the Council May Not Do (Hands Off)**

- Establish services, programs, curricula, or budgets outside of Annual Plan.
- Approve the CAO's personnel, program, and budgetary plans.
- Render any judgments or assessments of employee activity where no previous Council expenditures have been stated.
- Determine employee development needs, termination, or promotions, with the exception of the CAO or in consultation with the CAO when required.
- Design employee jobs for or instruct any employees responsible to the CAO, except when an employee has been assigned to some Council function.
- Decide organization and staffing requirements at the budgetary level and not at the detail level.

## APPENDIX 7

### Council versus CAO - Roles and Responsibilities Guidelines

Function	Council	CAO
Communicates Council decision and action to staff	Monitors	Shares information
Planning	Input, Approves/Monitors	Provides Input and fulfills
Pertinent statistics	Reviews	Gathers
Day to day operations & Businesses	No Role - unless required	Makes all management decisions
Keeps Council informed on issues relevant to the Band	Requests	Provides
Budgets - Planning	Input/Approves/Monitors	Develops and recommends Updates and Informs
Seek Legal Advice	Approves	Requests approval
Signing Authority	Approves	Recommends
Capital Purchase	Approves/ input	Prepares requests
Decision on Capital Projects	Makes decision; monitors	Recommends, (could also sign contracts if given authority)
Supply and services purchases	Establishes policy & budget for supplies	Purchases according to committee policy and maintains an audit trail
Minor repairs	Policy should include the amount that can be spent without Committee approval  Approval	Authorizes repairs up to re-arranged amount
Major repairs	Approves	Obtains estimates and prepares recommendations
Emergency repairs	Works with CAO	Acts with concurrence from Chief
Billing, credit, and collections	Adopts Policy	Develops, recommends and implements policy
Hiring of Staff	Establishes positions and budgets; sits on hiring panels as required	Delegates to CAO. Hires within approves budget levels
Staff assignment	No Role - unless required	Makes final termination decisions but informs Council.
Evaluates Directors and staff	No - role only CAO position	Annually

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Staff grievances	No Role unless required	Grievances stop at the CAO unless with the CAO than the Council is involved
<b>Function</b>	<b>Council</b>	<b>CAO</b>
Personnel Policies	Input &Adopts Policy	Recommends and administers
Laws, Bylaws & Policies	Input & Adopts	Recommends and administers
Staff Salaries	Council establishes all salaries and sets budget for total salaries based on the salary grid. Approves COLA	Recommends salaries with input from supervisory staff
Staff Evaluation	Evaluates only CAO	Evaluates other staff
Fees	Approves	Dev. and recommends fee schedules
Billing, credit, and collections	Adopts Policy	Develops, recommends and implements policy
Emergencies	Declares and monitors response	Declares and responds
Budgets Surplus & Deficits	Approves/ input Knowledge and Monitors	Develops and recommends Updates and Informs
Media Relations	Council	Only if delegated
Function	Council	CAO
Community/Organization Statistics	Council requires	CAO - staff provide

## **APPENDIX 8**

### **SAMPLE TERMS OF REFERENCE FOR ESTABLISHING COMMITTEES**

Both standing and select committees will have Terms of Reference (TOR) for them outlining their relationship to the Council and approved by Council. It is important that clear lines of authority and accountability are defined. These TORs ensure there is no misunderstanding as to what the role and responsibility are for these bodies that provide an advisory service to the Council. These terms of references should include the following information:

#### **1. Committee Purpose**

- 1.1 This advisory standing/select committee is to provide recommendations to the Council.
- 1.2 It is the intention of the committee to provide detailed reviews. Once the committee has adopted recommendations, the recommendations are then brought to the Council for consideration.
- 1.3 To save time from detailed legislative and policy review during regular Council meeting hours and to increase the productivity and quality of such review.

#### **2. Duties**

- 2.1. To perform a specific task that has been referred to the committee by Council.

#### **3. Membership & Term - to be determined by Council**

- 3.1 Committee Chairperson
- 3.2 Committee Vice-Chair- if necessary
- 3.3 Seabird Island Councillors - if necessary
- 3.4 Members of the public - the number to be determined
- 3.5 Council shall appoint the committee membership
- 3.6 If a member misses two consecutive meetings without an approved leave of absence by the Chair or Vice Chair, they cease to be a member.
- 3.7 Council will determine the length of the term of each committee.

#### 4. Operations of the Committee

- 4.1 The Committee should establish a meeting Appendix and have it posted on the Seabird Island website. The meetings will be held at a location determined by the Chairperson and committee.
- 4.2 The Committee will only consider matters referred to it by the Council.
- 4.3 The Committee Chair shall provide an agenda to the Committee Members prior to the meeting. (if required)
- 4.4 The Committee will appoint an Executive Assistant from amongst its members to take the minutes if required. The chair will format the minutes and place them on the next Council meeting agenda to be received if required.
- 4.5 The Committee Chair or designate may appear as a delegation to provide a verbal report at the Council Meeting when the Committee Meeting Minutes are presented.
- 4.6 The committee will report recommendations to the Council on anything related to Section 2.
- 4.7 Time Limits
  - I. After receiving a referral from the Council, the committee shall issue recommendations within the timeframe set out by the Council.

#### 5. Authority

- 5.1 The committee does not have the authority to encumber the Band Council financially in any way.
- 5.2 The committee does not have the authority to change laws, bylaws or policies directly without the approval of the Council.
- 5.3 The committee has only the authority Council delegates it.

## APPENDIX 9

### SEABIRD ISLAND CHIEF AND COUNCIL EXECUTIVE, PORTFOLIO, COMMITTEE, AND BOARD 2015-2017 (Subject to Change)

#### Portfolios

	Portfolio Name	Councillor	Councillor
	<b><i>Council Executive - extra pay</i></b>  3 members - Chair, Co-chair, and member	1. <b><i>Chief</i></b> 2. <b><i>Councillor</i></b> 3. <b><i>Councillor</i></b>	Any Councillor that is available
	Office of the CAO <ul style="list-style-type: none"> <li>• Exec Executive Assistant, Council Executive Assistant</li> <li>• Policy Analyst</li> <li>• Directors</li> </ul>	Council Executive	Any Councillor that is available
1.	<b><i>Administration Department</i></b> <ul style="list-style-type: none"> <li>• HR, IT, and Finance</li> </ul>		
2.	<b><i>Health and Early Childhood Development Program</i></b> <ul style="list-style-type: none"> <li>• Recreation</li> <li>• Employment</li> <li>• Doctors/Nurses/Dentist</li> <li>• Social Development</li> </ul>		
3.	<b><i>Health</i></b> <ul style="list-style-type: none"> <li>• Early Childhood Development Program</li> <li>• Child and Family Services</li> </ul>		
4.	<b><i>Education</i></b> <ul style="list-style-type: none"> <li>• <i>K-12</i></li> </ul>		
5.	<b><i>Education</i></b> <ul style="list-style-type: none"> <li>• College</li> </ul>		
6.	<b><i>Lands and Government Affairs</i></b>		
7.	<b><i>Housing and Public Works</i></b> <ul style="list-style-type: none"> <li>• Operations and Maintenance</li> </ul>		

8.	<b>Lands</b>		
9.	<b>Housing</b>		
10.	<b>Culture, Language, and Heritage</b>		
11.	<b>Rights and Title &amp; Fishing</b>		
12.	<b>Development Corporation</b> Natural resources <ul style="list-style-type: none"> <li>• Forestry</li> <li>• Gravel</li> </ul>		

### Committees

	<b>Committee Name</b>	<b>Chair</b>	<b>Co-Chair</b>
1.	Finance & Audit		
2.	Education		
3.	Lands		
4.	Health		
5.	Justice		
6.	Wellness		
7.	Membership Code		
8.	Sq'ep		
9.	Election Code		
10.	Youth and Elders		
11.	Recreation		
12.	Safety, Emergency Services <ul style="list-style-type: none"> <li>• Fire Department</li> <li>• Security</li> </ul>		

### Boards

	<b>Name of Board</b>	<b>Councillor</b>	<b>Councillor</b>
1.	Development Corporation		
2.			

### Other Entities

1.	Stqo:ya		
2.	School Society		
3.	College Board		



4.	Fitness		
5.	FN Health		

## APPENDIX 10

### Example of a Record of In-camera/Closed Meeting

#### Example of a Record of a Closed Meeting

**The place, date and start time of the meeting:** band office, 1 January 2007, 5:30 pm

**Name of Session:** Public Safety Committee

**Agenda Item:** 3 a)

**Reason for Excluding Public:**

1. Section 13.0 (b.v) of the Governance Manual: Information gathered by police, including the Royal Canadian Mounted Police, in the course of investigating; and
2. Any illegal activity or suspected illegal activity, or the source of such information - one item  
Section 13.0 (b. viii) of the Governance Manual: personal information - 3 items

### Sample Guest Oath of Confidentiality for In-camera Meeting

#### Guest Oath of Confidentiality for Seabird Island In-camera Meetings

I, \_\_\_\_\_, as a guest of Seabird Island Council's In-camera meeting  
declare that, I will:

- 1) Keep confidential all information, discussed in today's meeting, specifically which is determined by the Council to be matters of confidence.
- 2) Never disclose any information to any individual or organization without written permission of Council.
- 3) Immediately declare any personal conflict of interest that may come to my attention as a result of being in this meeting.

**Guest Signature:** \_\_\_\_\_ **Date: (MM/DD/VY),** \_\_\_\_\_

**Witness Name (printed)** \_\_\_\_\_

**Witness' Signature** \_\_\_\_\_

**Date (MM/DD/VY)** \_\_\_\_\_

## APPENDIX 10A

### In-camera Meeting and Minutes

1. In-camera meetings are closed meeting to discuss confidential matters. Meetings are held In-camera to protect the organization, its operations, economic interests and delivery of its mandate, against possible harm that could result in the release of certain information.
2. Attendees of In-camera meetings may include:
  - a. Voting members of Council;
  - b. Individuals mandated or allowed to attend by legislation, bylaws or policy;
  - c. An Executive Assistant to take minutes; and
  - d. Individuals that the Council invites to attend, e.g.; legal counsel, etc., and depending on who is invited, an outsider may be required to sign an oath of confidentiality before being allowed to attend the close meeting.
3. In-camera sessions provide the Council an opportunity to dialog in private, without staff or advisors present, on sensitive matters about legal issues, hiring, wages, employee evaluations, staffing strategies, or firing of personnel.
4. In-camera discussions are not recorded in the regular board meeting minutes.
5. The minutes of an "in-camera" session are read and approved only by those members attending the session.
6. Minutes of an In-camera meeting should include, at a minimum, the following:
  - a. The header should read: In-camera Meeting Minutes - Confidential
  - b. The place if different from regular meeting place, date and start time of the meeting;
  - c. The reason for Excluding Public;
  - d. The persons present;
  - e. Who served as chair and Executive Assistant;
  - f. The text of all motions;
  - g. The results of votes on all motions;
  - h. Any formal objections of Councillors; and
  - i. The time of adjournment.
7. What to Record in the minutes of In-camera Meetings

- a. Due to the sensitive nature of issues discussed in In-camera meetings, minutes should include only the minimum information necessary to record the decision-making process. Here are some generally accepted reporting practices:
  - i. Verbatim minutes are not taken. The focus of the minutes should be on decisions made by the Council. Comments should not be ascribed to individuals.
  - i. The minutes should reflect that the board deliberated before making a decision. This can involve a brief summary of the options considered, or pros and cons raised. A glimpse of the discussion can often be captured in point form.
  - ii. Discussion summaries should not be recorded if the organization could be exposed to risk, as in the case of minutes being subpoenaed before a court of law. Human resource-related decisions (hiring, firing, discipline, etc.) discussion summaries should be omitted. If there is any doubt about what to record, consult your legal counsel about risk management.
  - iii. Not having discussion summaries of in the minutes leaves gaps in the organization's historical records, but this might be necessary to reduce the exposure of risk.
  - iv. If discussion summaries are recorded at all (for historical value), they should be kept to a minimum, in concise point-form, avoiding the identity of speakers.
  - v. Minutes should identify that a vote was taken or consensus reached but not identify how the vote was split in a majority decision, or how individuals voted (unless of course, a Councillor asks that the vote goes on record).
  - i. Conflict of interest situations, where individual Councillors or others are excused from a Council session because they have a vested interest in the decision, might also fit here although this is less about ensuring confidentiality and more about the transparency of, and accountability for, the integrity of organizational decision-making.
- b. Declassifying Minutes
  - i. As soon as it becomes clear that the organization's interest or the privacy of an individual or third party will not be compromised by the release of confidential minutes or portions thereof, Council can vote to declassify the minutes or appropriate portions
  - ii. A vote on declassifying confidential minutes should be held during an In-camera meeting, in order to allow members to discuss whether the protection of organization interests or personal privacy is still needed. The motion present may read as follows:
    - a) "Resolved, That the minutes of the in-camera meeting of the Seabird Council held on (date) be declassified from confidential to non-confidential." or
    - b) "Resolved, That the portion of the minutes of the Seabird Island Council In-camera meeting held (date) relating to the topic of(?) (Agenda item #) be declassified from confidential to non- confidential."
  - iii. After the minutes are declassified, there are two options on how to proceed;
    - a) The header can be edited by replacing the word Confidential to declassified on (date) if the entire minutes are to be declassified.

- b) Alternatively, the Chair can announce all declassified decisions and motions items at the next open Council meeting; thereby making them part of the available public record. Under this arrangement, editing and refilling the original In-camera minutes may note necessary
- 8. In order to maintain confidentiality, minutes of in-camera sessions should be filed separately from other records and only a restricted list of Council should have access to them.
- 9. The Chief and Executive Assistant shall have a key to this file cabinet.

## APPENDIX 11

### Seabird Island Meeting Motion Rules

#### TYPES OF MOTIONS

##### Main Motion

1. A motion must be moved, seconded and accepted by the chair. The mover says, "I move that .."  
If a motion is out of order or beyond the authority of the meeting, the chair can refuse to accept it. The chair then asks, "Is there a seconder." Another person is recognized by the chair and says, "I second the motion." A seconder is important because that means there should be at least two people who agree on the point. However, the seconder does not have to agree with the motion. Someone may second a motion only to get the discussion started, but this is not recommended. If there is no seconder, the motion dies. When there is a seconder, the chair asks if there is any discussion. (No discussion is allowed until a motion is seconded.)
  - a. If the motion is amended, it is not voted until the amendment is voted.
  - b. When the discussion is complete, the chair asks, "Are you ready for the question?" and repeats the complete motion. The members vote and if the majority votes in favour, the chair states "carried." If the motion is defeated, the chair states, "motion defeated."
  - c. A mover may wish to withdraw a motion. A motion can be withdrawn only if the meeting as a whole agrees to it.
  - d. After a motion is declared carried or defeated, it cannot be brought up again at the same meeting. If it becomes necessary to rescind (repeal) a motion, it can be announced at the meeting and then discussed and voted on at a subsequent meeting.

##### 2. Subsidiary Motions

These motions provide a way to handle main motions besides simply debating and voting on them. (They are listed in order of ranking):

- a. **Postpone indefinitely** - This procedure kills the main motion without voting against it. It requires a seconder and majority vote to carry.
- b. **Amend** - This is the most widely used subsidiary motion. In the excitement of making a motion, the wording may be unclear or incomplete. Amendments must relate specifically to the main motion and cannot merely negate the motion. The wording used is, "I move to amend the motion by substituting the words ... with the words ... so that the motion will read ... " The chair will restate the main motion or even read it to show how the main motion would change if the amendment is passed. The amendment is voted on before the main motion. It requires a seconder and majority vote to carry.

- i. An amendment may be amended and must be moved and voted on in the same way as the first amendment. However, amendments to amendments should be avoided to maintain the sanity of the chair and membership. When voting on amendments or sub-amendments, the chair should make it quite clear to the meeting what is being voted on.
- c. **Commit or refer** - This action sends the main motion to a committee. Use this procedure when the main motion requires more research and in-depth discussion. If used, this motion should include the size of the committee, how it is to be selected, the specific item, and a deadline for reporting to the main group. This motion needs a seconder and majority vote to carry.
- d. **Postpone definitely (to a certain time)** - This can mean later in the same meeting or a subsequent meeting. The reason would be to get more information or wait until another event has taken place on which to base a decision. This motion needs a seconder and majority vote to carry.
- e. **Limit or extend debate** - This is rarely used in small groups or at routine meetings. It imposes specific limits on the time allowed for a debate and number of times any member may speak to the motion. It can also be used to extend the time. This motion needs a seconder, can be amended and needs a two-thirds vote to carry.
- f. **Previous question** - The object is to immediately close debate and vote on the issue. This motion cannot be amended or debated. The value is in ending frivolous debate. The motion is made in the form, "I move that the question be now put." This motion needs a seconder, cannot be amended, and needs a two-thirds vote to carry.
- g. **Lay on the table** - This is the highest ranking subsidiary motion. It temporarily sets aside the main motion and subsidiary motions. It differs from postpone because it can be recovered later. It allows the meeting to go on to other business. A later motion by the membership can bring the matter back into discussion. This motion needs a seconder, cannot be debated or amended, and needs a majority vote to carry.

### 3. PRIVILEGED MOTIONS (HOUSEKEEPING MOTIONS)

These are variations of motions and rank above subsidiary and main motions. They never relate directly to a pending question but deal with issues that need immediate attention. They are not debatable. The privileged motions that follow are listed from lowest to the highest rank.

- a. **Call for orders of the day** - This term is used to get the meeting back on track (return to the agenda) if the chair has digressed. The motion does not need to be seconded and

requires a two-thirds majority vote to defeat it. Another term for this item is let's get on with our business.

- b. **Raise a question of privilege** - This question can be raised at any time to get immediate action on simple matters such as turning the heat up or down, more lights, ask the speaker to talk louder, etc. This action does not require a seconder or a vote.
- c. **Take a recess** - Just like in school; a recess is a short intermission for humane reasons, lunch or a break. The motion should state how long the recess should last. This recess and adjourn.)
- d. **Adjourn** - A motion to adjourn is always in order, but its most frequent use is to close the meeting. It must be seconded and requires a majority vote to carry. Any debate after an adjournment is unofficial and off the record. Usually, the chair will ask if there is any further business and if there is none, declares the meeting adjourned.

#### 4. INCIDENTAL MOTIONS

These motions deal with procedural matters but do not relate directly to business. Incidental motions are not ranked. In most cases, the chair uses common sense to deal with these motions.

- a. **Point of order (or question of privilege)** - A member may make the comment "point of order" when debate begins on a motion that has not been seconded, or if someone tries to make an additional motion when one is already on the floor. The chair will correct the situation before any other debate can continue. No seconder or vote is required.
- b. **Appeal the decision of the chair** - The purpose of this motion is to challenge a decision made by the chair. This motion must be made immediately after the chair's decision. It must be moved, seconded and a majority vote to carry. It cannot be debated or amended.
- c. **Suspend the rules** - This motion is used to discontinue the rules when the group wishes to do something against its regular rules, but not in conflict with its constitution or by-laws. A reason for this is to allow a speaker to deal with a piece of business that is out of order such as hearing someone who has to leave the meeting early, or to hear a guest speaker not listed on the agenda. This motion cannot be debated or amended and requires a seconder and two-thirds vote to carry.



APPENDIX 12

Portfolio Resignation Form

Please print in BLOCK letters

Be advised that once the Council Executive receives this form signed and witnessed, your withdrawal is final and therefore accepted.

I hereby withdraw as the Portfolio Holder of the: (Print Name of Portfolio below)		
PORTFOLIO'S NAME (PRINT}	PORTFOLIO'S SIGNATURE	DATE
WITNESS' NAME (PRINT}	WITNESS' SIGNATURE	DATE