

Nak'azdli Whut'en Band Council

Terms of Reference



Adopted June, 2016

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VISION STATEMENT

Nak'azdli Whut'en is a holistic community that believes in maintaining and enhancing traditional values by learning, living and teaching our culture and heritage. Nak'azdli is vibrant and self-determined community made up of diverse individuals and businesses working together to promote education, health and economic progress.

We challenge the future.

DEFINITIONS

Administrator – the Chief Administration Officer, Chief Operating Officer, Executive Director, or Band Manager of Nak'azdli Whut'en

Band – means Nak'azdli Whut'en

Band Council – means the body of duly elected Councilors and Chief of Nak'azdli Whut'en

Chief – means the duly elected chief of Nak'azdli Whut'en

Extended Family – defined as Aunt, Uncle in the first tense (i.e. brother/sister of your mother or father), Nieces and Nephews (children of your brother/sister), first cousin (son or daughter of your aunt or uncle)

FAL – Financial Administration Law adopted by Nak'azdli Whut'en, March 2015. NWFAL refers to the Nak'azdli Whut'en Financial Administration Law.

Immediate Family – defined as Mother, Father, Child, Sister, Brother, Grandparent, Grandchild (or step or adoptive equivalents), Spouse (married or common-law), and any immediate family member of the employee's spouse. Or any person who raised the employee or the employee's spouse acting in place of a parent. And any person who permanently resides with the employee in a dependent position.

ELIGIBILITY

Eligibility to sit on Council will be determined as per the *Nak'azdli Election Code*.

RESPONSIBILITIES OF THE CHIEF

The Chief is the elected head of the first nation and the primary officer responsible for governing and leading the community.

Alongside the role of a council member, the chief's responsibility and accountability include the following:

- Act as the Band spokesperson or representative at any community or public function or delegating that role to other Council members if the need arises;
- Speak for and express the opinions and positions of the Band when dealing with general matters of concern to Nak'azdli Whut'en;
- Ensure the Council conducts themselves in a professional and diplomatic manner in all public and private dealings with Nak'azdli business or Nak'azdli members;
- Call emergency meetings of Council to discuss business that cannot be held off until a regularly scheduled meeting, if requested to do so by a quorum of the Council;
- Make decisions in accordance with Council policies on the governance process and work with the Nak'azdli administration to ensure that a format is in place to determine Council's formal position on significant matters and a means of communicating that position;
- Act as chairperson at council meetings. The Chief will only vote when Council has not reached consensus and the vote is tied.

The Chief has a leadership role within the Council; therefore other responsibilities must be included, such as:

- Ensure that a policy manual for Council is in place which outlines the Council's working relationship with each other, their membership and their staff;
- Ensure that the Council has a proper orientation process in place for new Council members;
- Help the Council become and work as an effective team;
- Ensure the Council is carrying out their appointed duties;
- Ensure the Council keeps the long term community goals and needs in mind when decision making;
- Act as a role model and advisor for the Council members;
- Appoint Council member duties for public functions. i.e. community meetings, specific projects or initiatives, and so on.

As an administrative leader working with staff members, the Chief must ensure that he/she conduct all dealings with staff in a fair and equitable manner and that in an administrative role he/she does not become enmeshed in staff disputes or office politics unless as a role of mediator.

As a staff member a Chief/administrator may be evaluated on his/her administrative duties and will be answerable to the Council if problems should arise.

A Chief/administrator may be relieved of his/her administrative duties by consensus of Band Council.

Other considerations:

Complaints regarding Council members will be dealt with in accordance with the section on Rules of Conduct.

Dispute resolution between Council and staff will be dealt with in accordance with the Nak'azdli Policy and Procedures Manual.

Approval of emergency funding, either donations or advances, will be dealt with in accordance to the Nak'azdli Policy and Procedures Manual.

Council must act in a trust capacity for band businesses or accounts according to the Financial Administration Law.

RESPONSIBILITIES OF COUNCIL

As the elected representatives of the community members, Council members have a fiduciary responsibility to act in the best interests of the community members in all political, legal and operational dealings.

The political role of the Council members includes the following:

- To represent the members interests, to be an advocate and to have an open personal and professional working relationship with the Nak'azdli Band Members;
- In representing the Nak'azdli Community, Councilors must reflect the views and values of the community and take into account external stakeholder interests;
- To act as advocate for community needs and concerns with regional, Territorial, Provincial and Federal Governments;
- Council members will regularly consult Nak'azdli membership on important issues and decisions.

Councilors are expected to oversee the operations of their decisions by:

- Developing a strategic action plan along with senior management;
- Make governance policies and decisions in line with AANDC program funding obligations and the Nak'azdli Whut'en Financial Administration Law, Land Code, etc.;
- Receive reports and information related to all functions of the Band;
- Monitoring effective use of staff, committees, and advisors;
- Oversee major financial matters such as approving budgets, amending budgets, and appointing auditors;
- Participate in activities initiated by Band programs;
- Attend all Band Council and Committee meetings.

LEGAL ROLE OF COUNCIL

Fiduciary duty requires that Council members act honestly and in good faith with a view to the best interests of the membership in exercising their powers and discharging their duties. Councilors must be aware of Conflict of Interest and Ethical guidelines.

Councilor's fiduciary duties cannot be delegated away or contracted out.

The Legal role of Council is an important one and includes:

- enactment of Bylaws for the protection and safety of community members
- protection of band assets and resources and financial matters.

Council is responsible for, and cannot delegate to any other, the following:

- Approval of Council policies, procedures or directions
- Appointment of members, the chair and the vice-chair of the Finance and Audit Committee
- Approval of budgets and financial statements
- Approval of borrowing of the Band

Council Policies, Procedures and Directions

The Council must establish policies and procedures and give directions respecting any matter relating to the financial administration of the First Nation.

The Council must establish policies or procedures or give directions respecting the acquisition, management and safeguarding of First Nation assets.

The Council must not establish any policies or procedures or give any directions relating to the financial administration of the First Nation that are in conflict with the Financial Administration Law, the Act or GAAP.

The Council must ensure that all human resources policies and procedures are designed and implemented to facilitate effective internal financial administration controls.

The Council must document all its 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. (NWFAL Section 8 (1) and (2))

The Council must adopt and follow a formal code of conduct which may include:

- Conflict of interest
- Employment guidelines of Council
- Confidentiality
- Communications
- Procedures
- Loyalty
- Grievances and Appeals
- Authority
- Corrective Action Procedure

The Council must make public any dealings of Council on request of the membership except those dealings considered "In Camera" issues or are covered by the Oath of Confidentiality.

The Council must avoid any behaviors or action which could lead to legal proceedings against the band.

STRATEGIC PLANNING

On an annual basis, Chief and Council will prepare, along with senior management staff, a five-year strategic plan, five-year capital projects plan, five-year financial plans, and a five-year tangible capital assets life-cycle plan.

PORTFOLIO RESPONSIBILITIES

After the general Elections, the Chief, in consultation with elected Councilors, will assign one or more Councilors to one of the following Committees:

Housing, Land Management, Social Services, Education, Economic Development, Health, Finance and Audit, and Natural Resources.

The number of Committees may change from time to time with additional Committees formed at the request of Council.

The responsibilities of Portfolio Councilors including the following:

- Recruit community members to fill vacancies in portfolio committees. Committees will consist of the Administrator/Manager responsible for that operational area, an employee representative from that area of operations and at least one community member at large, who is not an employee or on contract with Nak'azdli Band;
- Inform Committee members as to their Portfolio Responsibilities, ethics and conflict of interest guidelines, and witness their Oath of Office;
- Schedule and hold regular monthly meetings, schedule other meetings as required, and chair all meetings;
- Keep general Band Membership informed of Portfolio activities, and provide an annual report at the annual General Assembly (AGA);
- Attend all other meetings, conferences, and workshops as needed, or as directed by Chief and Council;
- The Portfolio Councilor will support Administration and Staff at AGAs and General meetings with their physical presence;
- Participate in the job competition interviews for the department.

MANAGEMENT TEAM

In the interim periods when Nak'azdli Whut'en does not have a Chief Operating Officer, a Band Manager, or similar senior administrator, it may create a Management Team to oversee operations of the Band Administration. Under the direction and control of Chief and Council, and responsible to Chief and Council, the Management Team will be comprised of:

Council Secretary
Social Services Administrator
Finance Director /Controller
NETS Manager

Natural Resources Manager
Human Resources Manager
Health Director
Housing, Capital & Lands Manager
Education Administrator

Other managers may participate in some management meetings and activities, as needed.

HOUSING PORTFOLIO

The Housing Portfolio Councilor shall carry out the duties and functions outlined in the Nak'azdli Housing Committee Terms of Reference. Other duties may include but not be limited to the following duties:

- Work directly with the CHL Manager and the CHL Assistant to ensure that a fair and equitable process is in place for determining housing and renovation allocations.
- Review Policies annually to ensure that it is current to legislative changes and assist the CHL staff with amendments.
- Make weekly contact with the CHL Manager to ensure that all problems are addressed in a timely fashion.
- Meet to discuss on-going projects to familiarize yourself with all aspects of the department
- Attend all Housing meetings.
- Assist with the Interview process for employment opportunities in your area.
- Assist where necessary with the discipline process for staff as set out in the Nak'azdli Policy and Procedures Manual.

EDUCATION PORTFOLIO

The Education Portfolio Councilor shall carry out the duties and functions outlined in the Nak'azdli Education Committee Terms of Reference. Other duties may include but not be limited to the following duties:

- Work directly with the Education Administrator and the Nak'azdli Education and Training Manager to ensure that a fair and equitable process is in place to determine eligibility for Educational and Training opportunities.
- Review Policies annually to ensure that they are current to any legislative or funding criteria changes
- Assist staff with implementing amendments to the policy.
- Attend the Education meetings monthly.
- Attend functions and meetings for the Band owned school.
- Negotiate with the administrator to ensure that the local education agreement is current and meeting the needs of all parties.
- Meet regularly with Administrator and staff to discuss problems and opportunities that may arise
- Assist with the interview process for employment opportunities in your area
- Assist where necessary with the discipline process for staff as set out in the Nak'azdli Policy and Procedures Manual.
- Report on Education Department at monthly Band Council meetings.

FINANCE AND AUDIT PORTFOLIO

The Finance and Audit Portfolio Councilor shall carry out the duties and functions outlined in the Nak'azdli Finance and Audit Committee Terms of Reference. Other duties may include but not be limited to the following:

- Work with the Finance Department to help resolve any issue than may interfere with financial continuity and accountability.
- Attend Management meetings.
- Review Financial Administration Law and other policies annually to ensure that they are current to legislative changes and work with committee to draft changes.
- Assist with the interview process to fill vacancies in the Band operations.
- Assist with the discipline process as set out in the Nak'azdli Policy and Procedures Manual as necessary.
- Report on Finance and Audit Committee at monthly Band Council meetings.

HEALTH PORTFOLIO

The Health Portfolio Councilor shall carry out the duties and functions outlined in the Nak'azdli Health Committee Terms of Reference. Other duties may include but not be limited to the following duties:

- Work directly with the Health Administration to ensure the effective running of the Health department to meet the needs of the band membership.
- Attend all Health Committee meetings.
- Work with the Health Administrator to determine the Health agreement meets the needs of the Band membership.
- Review all policies that pertain to each area of operations and provide input into program and policy development.
- Participate in receiving and approving applications to the Wellness Fund.
- Assist with the interview process to fill vacancies in the Health department.
- Assist with the discipline process as set out in the Nak'azdli Policy and Procedures Manual as necessary.
- Report on Health Department at monthly Band Council meetings.

SOCIAL DEVELOPMENT PORTFOLIO

The Social Development Portfolio Councilor shall carry out the duties and functions outlined in the Nak'azdli Social Development Committee Terms of Reference. Other duties may include but not be limited to the following:

- Work directly with the Social Development Administrator to ensure the effective running of the Social Development department to meet the needs of the band membership
- Attend all Social Development meetings
- Work with the Social Development Administrator to problem solve specific cases that may present challenges to the policy
- Review all policies that pertain to each area of operations and provide input into program and policy development
- Assist with the interview process to fill vacancies in the Social Development department

- Assist with the discipline process as set out in the Nak'azdli Policy and Procedures Manual as necessary
- Report on Social Development Department at monthly Band Council meetings.

AUTHORITY OF CHIEF AND COUNCIL

Chief & Council have to follow the guidelines when making decisions in exceptional situations. Councilors exercise their powers in a duly convened meeting with a quorum of five (5) present. Individual members of Council, including the Chief, have no power to act alone when making decisions for Nak'azdli Band.

Chief & Councilors collectively have five important governance roles to fill.

- Representative Role
- Policy-Making Role
- Monitoring Role
- Political Role
- Law-Making Role

Council's five key governance responsibilities include:

- Overseeing strategic management
- Hiring and directing the senior Administrator
- Maintaining good relations with the members
- Protecting community assets
- Fulfilling fiduciary and legal responsibilities

Chief and Council may not attempt to exercise individual authority over the organization except as explicitly set forth in Council policies. Therefore,

- Individual Councilors or groups of Councilors must recognize that they have no authority to direct the manager or staff except as noted in other policies;
- Except for the authority granted to the Chief Administrator, Councilors must recognize that they have no authority to interact with the public, media and other entities for Council;
- Council members will make no judgment of the Manager or staff performance unless that performance is assessed against explicit Council policies by the official process;
- Council members will respect both approved signing authorities and approval processes, for example, Band Council resolution, contracts, purchases and payments.

HONORARIA

The Council may make a motion to set the honoraria prior to the December 31st which will take effect April 1st of the following year. Each newly elected Band Council may review and adjust the Honoraria.

Council members receive honoraria for attendance at Band Council Meetings, normally two days per month. The full day rate is paid for full days and a half day rate is paid for half days. Councilors who miss one or two days of the Band Council Meeting for reasons of Band Business will receive their honorarium for these days.

Council members also receive one additional day honoraria to cover off the following activities: chairing Portfolio Committee meetings, signing cheques, meeting with managers on months when Committee meetings do not take place, and other duties associated with Band Council business.

There is no paid sick leave, vacation leave, or bereavement leave. Council members do not receive severance pay when leaving office.

Advances on honoraria will be considered only in emergencies. Requests must be made in writing explaining the nature of the emergency and only one day honorarium may be considered for an advance. Councilors are encouraged to seek alternative sources (i.e. banks and personal loans) to meet unplanned financial shortfalls. “Financial need” in and of itself does not qualify as sufficient grounds for an honorarium advance. In other words, personal budgeting issues will not be considered for honoraria advances.

All advances will be deducted in full from the Councilor’s next honorarium cheque. No more than two (2) advances will be considered within any fiscal year and no advances will be permitted to cross fiscal years.

HONORARIA FOR RELATED ACTIVITIES

In special circumstances, Council members are asked to participate in activities or external committees that provide an honoraria to compensate for time. In this event, the details of the activities and remuneration provided will be set out in a terms of reference between the parties, which will be shared with Council and the Finance Department. A report of activities and remuneration related to these arrangements will be provided to Council on a quarterly basis.

CODE OF CONDUCT FOR MEETINGS

The Chief will act as the Chairperson. If the Chairperson will be absent or late, an alternate will be appointed by the Council members present until the Chairperson arrives. Roberts’s rules of Order will be followed as the standard for addressing issues and passing motions.

Chairperson’s duties

The chairperson is responsible for maintaining order during the course of the meeting, recognizing speakers, and deciding all questions of procedure.

The chairperson will decide who is entitled to speak at any point during the meeting.

The chairperson shall not vote except when there is a tie vote, in which case the chairperson shall cast the deciding vote.

The chairperson will also summarize the topic at hand from time-to-time to help proceedings move along and keep the discussion focused on the matter at hand.

Councilor’s duties

Councilors wishing to speak should address their remarks to the chairperson and confine their remarks to the subject being discussed at that time.

Any Councilor may appeal a decision of the chairperson to the Councilors present, and all appeals shall be decided by a majority vote and without debate.

All decisions to be made by the Council must be decided by a majority of the Councilors present.

All Councilors present shall vote, unless they have a conflict of interest in relation to the question, in which case they shall be excused from voting.

On every vote taken, Councilors shall announce their vote individually and openly. When requested by any member, the secretary shall record the vote.

Order of business at regular meetings

1. Reading, correcting and adoption of minutes of the previous meeting
2. Unfinished business from the previous meeting
3. Presentation and reading of correspondence
4. Presentation of financial statements from the previous month and accounts payable for approval
5. Presentation and consideration of reports and petitions
6. Presentations from individual members and groups
7. New business
8. Adjournment

Members Participation in Council meetings

Except for discussions that may be sensitive or fall under the Privacy Act, regular meetings should be open to members.

Notwithstanding the need to properly deal with sensitive issues or privacy matters, and except for improper conduct, a member should not be excluded.

The chairperson may expel or exclude any person who causes a disturbance at a meeting.

When the Chairperson feels that an issue to be addressed is of a sensitive nature any one that is not needed for the discussion should be excused and an “in camera” session called.

Minutes of an “in camera” session should be recorded and filed in a secure place. These minutes are then closed to the public and are only accessible to Council members present and future.

Agenda

The agenda should be prepared in advance of the meeting, but kept open for additional matters that may arise.

Receiving Delegates

The Chief and Council shall always remain mindful of their responsibility to represent the Band members at various functions. It is also their responsibility to ensure that one or more of them are made available to greet visiting delegates from both other bands and outside agencies.

The Chief shall have the authority to delegate these responsibilities to band Councilors keeping in mind their individual work schedules. No Councilor shall be required to miss work to attend a function that could be attended by another available person.

Motions

Isolated: All isolated motions should be drawn up prior to the Band Council Meeting and have appropriate supporting documentation included so that Council has all of the information at hand to make an informed decision.

Backup material: Council will decline to make a requested motion until such time as they have adequately reviewed all pertinent backup material. Failure by an individual to supply Council with the adequate backup material will result in the matter being tabled. Council will adequately review any minutes and may table accepting them if they need further information. Once the Council approves a set of minutes as written they have in fact accepted in its entirety the contents of those minutes. The motion used to accept the minutes is therefore binding until such time as another motion can be made to reverse the acceptance. Therefore it is in the best interest of the Council to read and interpret carefully all matters that pass before them prior to making a motion.

RULES OF CONDUCT

Chief and Council are expected to conduct themselves in an ethical, legal and professional manner. This expectation includes proper use of authority and appropriated group and individual behavior. Thus, Council members will deal with outside entities or individuals, with staff and with each other fairly, ethically and with straightforward communications.

Employees, Managers and Band members will be treated with respect and allowed to represent their cause in an environment of acceptance and dignity. This includes all internal and external dealings of the band.

Council members must, during the course of Council meetings, conduct themselves in a professional manner, keeping all personal opinions, remarks and comments to themselves and dealing only with the information at hand in an unbiased manner.

All Councilors, including the Chief, must be loyal to the interests of the Nak'azdli Band members this loyalty supersedes any advocacy or special interest groups and membership on other Boards or staff. The personal interest of any Council member acting as an individual user of the Nak'azdli programs and services.

Councilors must avoid any conflict of interest with respect to their fiduciary responsibilities. Therefore, there must be no self-dealing or any conduct of private business or personal services between any Council Member(s) and the Nak'azdli Band unless controlled by procedures to ensure openness, competitive opportunity and equal access to otherwise "inside" information.

If a Councilor is to be considered for employment, she or he must temporarily withdraw from:

- council deliberation;
- voting and access to applicable Council information;
- addressing complaints regarding Council members.

Confidentiality

Prior to the first meeting after an election the Chief Administrator will convene all new and old Council members for a swearing in and an affirmation ceremony to sign the Oath Of Band Officials.

No Band Councilor will be permitted to represent the band until this Oath has been read, signed and duly notarized.

Council members may not use Council information for their own direct benefit or advantage. This requires that information be kept confidential whenever required in the best interest of the organization. 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 Chief Administrator, or other person invited or permitted to attend the meeting.

While serving on the Nak’azdli Whut’en Council, Councilors will acquire information about plans, reports, proposals, contracts and other similar matters that are confidential to Nak’azdli Whut’en and such information is the exclusive property of the Band.

Therefore, Councilors are required to maintain the confidentiality of the organization and must:

- adhere to the *Nak’azdli Whut’en Information Confidentiality and Access to Information Policy* (forthcoming);
- exercise discretion in the disclosure of confidential information;
- not disclose any confidential information pertaining to Nak’azdli Band to any person, business or organization or use the confidential information for any purpose other than that required in fulfilling their duties;
- not disclose directly or indirectly to any person, business or organization the private affairs of Nak’azdli Band, or any information concerning the Band which they may have acquired in the course of, or incidental to, fulfilling their duties, whether for their personal benefit or to the detriment or intended or probable detriment of Nak’azdli Band;
- not disclose the name or address of any client, employee, suppliers, or information received as part of their duties;
- not disclose any information concerning Nak’azdli Band which could adversely affect its image or reputation;
- not permit any person whatsoever to examine or make copies of any reports or Nak’azdli Band documents except as is necessary in carrying out their official duties;
- not place themselves in a position of obligation to persons who might benefit or appear to benefit from disclosure of confidential information;
- not benefit or appear to benefit from the use of information not generally available to the public and which was acquired during their official duties.

Conflict of Interest

Conflict of interest arises when Councilors’ interests, whether personal, business or professional, conflicts with their obligations to Nak’azdli Band.

A conflict of interest may be apparent, perceived, potential or real and can arise in a personal or professional context and may be financial or otherwise. For example, conflicts of interest include the receipt of financial remuneration and the receipt of services or other benefits by Councilors, their

relatives or close friends, where the party providing the remuneration or benefits is or will be transacting business with the Band.

A Councilor who finds himself in a potential conflict of interest must declare it and physically remove themselves from the Council chambers and the discussion of any issue that may constitute a conflict of interest until such time as the topic has been resolved.

Councilors are to abide to the following guidelines:

- Councilors shall not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality, or other benefits of nominal value, unless the transfer is pursuant to an enforceable contract or property rights;
- Gifts, hospitality or other benefits that could influence Councilors in their judgment, and performance of official duties and responsibilities must be declined, whether offered directly or indirectly and where offered by persons, groups or organizations dealing with the Band;
- Acceptance of incidental gifts, hospitality or other benefits arising out of activities associated with the performance of any official duties and responsibilities is not prohibited if such gifts are a nominal expression of courtesy, are not such as to bring suspicion on the Councilor's objectivity and impartiality and do not compromise the integrity of Nak'azdli Whut'en. Any gift exceeding a value of \$50.00 must be declared at the following Band Council meeting;
- Where it is not feasible to decline unauthorized gifts, hospitality or other benefits, the employee must declare the conflict at the next Band Council Meeting. Council will decide if the gift will be retained by Nak'azdli Band, be disposed of for charitable purposes, or kept by the receiving Councilor.
- Councilors shall not step out of their roles to assist entities or persons in their dealings with the Band where this would result in preferential treatment to any person;
- Preferential treatment in relation to any matter of the Band must not be accorded to family members or friends;
- Councilors shall not directly or indirectly use or allow the use of Nak'azdli Whut'en property of any kind including property leased to the Band, for anything other than officially approved activities;
- Councilors shall not knowingly take advantage, or benefit from, information that is obtained in the course of their duties and responsibilities and that is not generally available to the public;
- Councilors owe primary business loyalty to Nak'azdli Band. Councilors must avoid engaging in any private or personal business interest which may conflict with the duties and responsibilities owed to the Band;
- Councilors have an obligation to act in a manner that will avoid real, potential or apparent conflict of interest and bear the closest possible scrutiny;
- Councilors are required to disclose to Band Council any personal, commercial or financial interest that might be construed as being in real, potential or apparent conflict with their duties or obligations to Nak'azdli Whut'en.
- Should a Councilor not declare that they are in a conflict of interest, others recognizing the conflict must bring it to the Council's attention. If in doubt, the Chief will decide and may ask for a legal opinion.

Complaints against Band Council Members

Should a formal complaint be filed against a member of the Band Council, the complaint will be given to the Senior Administrator to investigate. The Senior Administrator will provide a written assessment to

the unaffected Council members within five business days. Unaffected Council members will respond to the complainant and take action, including disciplinary action, if necessary.

DISCIPLINE

The discipline of a Council member shall be the responsibility of the Chief and other Council members and will be dealt with on a case-by-case basis.

All Council members must carry out their duties in good faith with a reasonable degree of diligence, care and skill. If a Council member, including the Chief, is deemed to be negligent in carrying out his or her duties, Council has the right to make and enforce its own rules and punish the offender. In such circumstances, the following guidelines will be followed.

Step One: Written Warning:

The Chief Councilor, or other Council member representing Council, will give written notice of censure to an offending Council member. This letter will clearly outline the circumstances and corrective actions which will then be enforced by the Chief and remaining Council members.

Step Two: Partial Suspension of Duties:

Continuing offense will result in a motion of censure being brought to the Chief Councilor. This motion may result in a voluntary withdrawal, or upon vote of the majority, the member will be removed from all committee membership.

Permanent Suspension/Temporary Suspension

Continued offense by a member of the Council will result in removal from office by a resolution as prescribed in the band by-laws of Nak'azdli Band Council.

Permanent Suspension/Non Confidence Vote

In circumstances of an extreme nature the offending member will be removed immediately from office.

Grievances and Appeals

Councilors subject to disciplinary action are entitled to appeal the action to an impartial body created for this purpose.

Procedure:

1. Councilors who believe they have a legitimate concern or grievance related to disciplinary action will submit their grievance in writing to Council.
2. Upon receipt of the grievance, Council will hand the grievance to the HR Manager who will assemble an impartial body consisting of at least three Band members.
3. The impartial body will investigate the matter being appealed within five business days of receiving the appeal.
4. The impartial body will provide their recommendations in writing to the HR Manager who will in turn, provide them to Chief and Council. The recommendations will be considered binding.

UNITY OF CONTROL

The Council may decide that the Chief Administrator be responsible for the overseeing of the day-to-day operations of the Band Administration office, which means that the Chief has a twofold responsibility,

first as an elected official with a term of office as determined in the Nak'azdli Election Code, and secondly as the Head Administrator acting as an employee of the band.

As an elected official the Chief is required to follow the Terms of Reference for Chief and Council and as a Band employee must also adhere to the Administrative Policy & Procedures. As an employee the Chief can be disciplined and dismissed the same as any other employee. Dismissal from the Administrative position does not affect the Chiefs elected political role.

Only decisions of the Council acting as a body are binding on the Chief Administrator. Accordingly:

- Decisions or instructions of individual Council members or committees are not binding on the Chief Administrator except in rare situations when the Council has specifically authorized the exercise of such authority;
- If Council members or committees request information or assistance without Council authorization, the Chief Administrator can refuse those requests that require (in the opinion of the Chief Administrator) a material degree of staff time or funds, or are disruptive.

The Chief Administrator is the Council's only link to administrative achievement and conduct. All authority and accountability of staff are therefore considered to be the authority and accountability of the Chief Administrator therefore:

- The Council will never give instructions to persons who report directly or indirectly to the Chief Administrator;
- The Council will refrain from evaluation, either formally or informally, any staff other than the Chief Administrator;
- The Council will view the Chief Administrator's performance as identical to the performance of the Nak'azdli Band Administration office;
- Therefore, the accomplishments of Council's stated goals and the observance of Council's limitations policies will be reviewed as successful Chief Administrator's performance.

AMENDING TERMS OF REFERENCE

Chief and Council will review the Terms of Reference every three (3) years, starting in 2016. They may amend it to reflect changes to the overall structure of the Band Council, new legislation, and other situations that need to be addressed. In order to facilitate a change, a Councilor will put in writing the amendment that they wish to be considered. Chief and Council will then read and vote on the request at three (3) separate Council meetings. After which time if the amendment has been passed at all three meetings it will be adopted as the new Nak'azdli Whut'en Band Council Terms of Reference and replace all existing earlier versions of the document.

PETITIONS DISPUTES AND APPEALS

Chief and Council recognizes that from time to time disputes between their decisions and wishes of Community members may arise. In order to settle these disputes in a fair and equitable manner Chief and Council will establish and implement an impartial appeal process. This process will involve:

The Community Member(s) informing the Chief and Council in writing of their desire to appeal a decision made by Chief and Council.

Chief and Council will make every effort to resolve the dispute and make their recommendation in writing to the parties involved within a time period not to exceed thirty (30) days from receiving the written complaint.

The parties involved agree that the final decision of the Chief and Council shall be binding on both parties.

Should a complaint be brought forward regarding an Employee, which may affect the Employee's employment, the Chief and Band Council are obliged to follow the policies and procedures that are outlined in Nak'azdli Band Policy & Procedure Manual in the section Discipline and Dismissal Policies.

STEPPING DOWN OR NON-INVOLVEMENT

A Chief or Councilor's position on the Band Council may or shall become vacant if:

- The Chief or Councilor in question misses three (03) consecutive regular Council meeting without authorization from quorum of Council;
- The Chief or Councilor in question is convicted of an indictable offence while in office as defined within the Criminal Code of Canada;
- The Chief or Councilor resigns, in which case it must be in writing and accepted by a quorum of Council;
- The Chief or Councilor becomes mentally ill or incapacitated to the point where they cannot perform the required duties in which case must be reviewed by 2 doctors;
- The Chief or Councilor fails to make the described declaration as outlined in Appendix 1;
- The Chief or Councilor was found guilty of gross misconduct or corrupt practice in connection with band business.

If a situation as described above occurs, a motion must be presented at a duly convened Council meeting, calling for the position of the Chief or Councilor in question to become vacant. Thereafter, a Band Council Resolution outlining the situation and calling the position to become vacant must be signed by a quorum of the Council. If the position is declared vacant, the Chief or Councilor in question will be disqualified from being a candidate at the next election or as set out per Nak'azdli Election Code.

TRANSPARENCY

Chief and Council recognizes that it has a responsibility to inform the Community members and other agencies of its operations.

Agreements

In order to ensure that information regarding Band operations reaches the Community members and other agencies, Chief and Council shall, upon written request and at no charge to the Community member(s), make available within thirty (30) days of the request any of the following information:

- The Nak’azdli Financial Administration Law and any other adjustments and/or amendments;
- The Operations Plan and any adjustments and/or amendments;
- The Management Development Plans and any adjustments and/or amendments;
- Semi annual Financial Reports containing budgets and actual year to date information;
- The Audited Financial Statements within ninety (90) days of the year-end.

Key Relationships of Council

Community Members

The relationship between Council and their community members is important. The assets of the First Nation belong to the members collectively, they must be considered as “owners” or “shareholders.” The Council’s relationship to its community members is that of a trustee to act in the best interests of all members.

Chief Administrator

Council has a crucial relationship with management therefore Council must employ a competent person to manage its business and supervise its employees. The Chief Administrator is accountable only to Council.

Stakeholders

Stakeholders include all persons or groups who have an interest in, or are affected by, the actions or decisions of Council: employees, middle management, suppliers, special interest groups, banks and governments. Chief & Council work with provincial, municipal and regional governments; they are considered stakeholders as well.

Council’s Internal Relationships

Chief & Council need to work as teams so they can better manage their external relationships.

After each election, Chief & Council need to determine how each member can best contribute to their role as Chief or Councilor. The Chief is the Chief Councilor of the Council team and will have a different role than Councilors. Councilors need to understand and exercise their roles; this will enable them to become a very strong team and will work to everyone’s benefit.

When someone new is elected to Council, they will receive training in:

- Nak’azdli governance model
- board roles and responsibilities
- financial management and oversight
- Nak’azdli policies and procedures

and receive update reports on each portfolio, department, agreements, and associated issues.