



**Model Governance Policies
For
Aboriginal Boards of Directors**

January 2011

About Patterson Creek Consulting Inc.

John Graham is the President of Patterson Creek Consulting Inc., which specializes in issues relating to Aboriginal Governance. Services include facilitation, policy research, evaluation, professional development courses, and governance workshops. These workshops focus on a variety of topics ranging from strategic planning to board governance to policy development.

Mr. Graham defines governance as the structure and processes that determine how families, organizations, governments and global entities make critical decisions. Governance determines who the decision makers are, whom they engage, and how they are held to account.

Good governance is a journey not a destination and revolves around five principles: legitimacy and voice, strategic direction, accountability, fairness, and performance. These principles are neither absolute nor watertight and are shaped by history, culture and technology in particular contexts.

Using these principles and linking them to day to day practice, Mr. Graham has conducted over 350 governance projects for a wide variety of clients including

- Inuit, Métis and First Nations organizations and governments
- federal, provincial and territorial governments
- industry associations
- school boards, and
- not for profit organizations

He has over 40 years of experience working in the public, private and not for profit sectors. He is a graduate of Queen's University with a honours degree in mathematics and economics and holds an MBA from York University.

For further information contact John Graham at

E-mail: john@pattersoncreek.ca

Phone: 613 695-1675

Table of Contents

A SHORT NOTE ON THE ROLE OF POLICY	4
DEVELOPING, APPROVING & COMMUNICATING CORPORATION POLICIES	5
MANAGEMENT OF BOARD MEETINGS	8
CODE OF CONDUCT	12
ROLES AND RESPONSIBILITIES BOARD & STAFF	18
RELATIONSHIP OF THE BOARD TO ITS ADVISORY COMMITTEES	21
RELATIONSHIP OF THE CORPORATION TO COUNCIL	25

A SHORT NOTE ON THE ROLE OF POLICY

For the purposes of this publication, policy is goal-oriented document that provides direction for future action of the Board of Directors, staff of the Corporation and Corporation members on an issue of importance for the well-being of the Aboriginal Nation

It is useful to distinguish three types of policies:

- governance policies which provide a framework for how the Board and its senior staff will operate
- administrative policies which encompass such topics as human resource management and financial management and which provide the administrative framework for the Corporation, and
- program policies which provide a framework for each of the major programs or activities for which the Corporation has responsibility.

This publication concerns itself primarily with governance policies. Nonetheless it is critical that any well-governed Corporation have a set of comprehensive policies for all three of the above policy areas.

There are a number of reasons why policies are an essential element to any Corporation. Among the benefits of well-crafted policies are these: policies help

- Ensure fairness
- Avoid litigation
- Ensure fiscal responsibility
- Provide stability
- Clarify responsibilities
- Communicate Council's approach to key matters, and
- Provide a framework to evaluate progress

What follows are a number of model governance policies for Aboriginal Corporations. They are meant to provide a basis for further review and modification to fit the particular context of an Aboriginal Corporation. Prior to enacting these or other policies, a Corporation's Board of Directors would be wise to consult legal counsel so as to ensure that the policies are consistent with any Corporate by-laws and relevant Aboriginal, provincial or federal laws.

ABORIGINAL CORPORATION MODEL GOVERNANCE POLICY

DEVELOPING, APPROVING & COMMUNICATING CORPORATION POLICIES

1. OBJECTIVE

The objective of this policy is to ensure that Corporation has a well-defined process for developing, approving and communicating policies.

2. DEFINITIONS

Corporation refers to the Aboriginal Corporation

Board refers to the Board of Directors of the Aboriginal Corporation

Staff refers to the staff of the Corporation

Policy is a goal-oriented document that provides direction for future action of the Board of Directors, staff of the Corporation and Corporation members on an issue of importance for the well-being of the Nation

Governance Policy is a policy that addresses an important element of the decision-making processes of the Corporation and its Board of Directors

Program Policy is a policy that addresses how a program or service of the Corporation for the direct benefit of its members will be managed

Administrative Policy is a policy that addresses how a function related to the internal administration of the Corporation will be managed

3. POLICY STATEMENT

3.1 The Corporation believes that policies are an essential tool in their governance. Policies properly conceived will, among other things:

- Ensure fairness
- Avoid litigation
- Ensure fiscal responsibility
- Provide stability
- Clarify responsibilities
- Communicate Council's approach to key matters

- Provide a framework to evaluate progress

3.2 The Corporation will adopt three kinds of policies: governance policies, program policies and administrative policies.

3.3 To ensure an orderly tracking system for Corporation policies, each policy will be given a distinct number to be followed by the year in which the policy was either adopted or last modified.

- Governance policies will start at 1000
- Program policies will start at 2000
- Administrative policies will start at 3000

3.4 A policy will adopt the following template:

Title Number
Objective
Definitions
Policy Statement
Roles & Responsibilities
Process for addressing complaints
Communicating the Policy
Review & Evaluation
Date of Enactment and Signatures

3.5 All policies will be available in a manual for review by any member of the Corporation at its administrative offices during business hours. All policies will also be posted on the section of the Corporation’s web site with limited access to its members.

4. ROLES & RESPONSIBILITIES

4.1 The Board, recognizing the constraints imposed by funding arrangements and relevant federal and/or provincial laws, will:

- Decide what policies will be developed, who will be responsible for developing each policy; the resources necessary to develop each policy; and how Nation citizens will be engaged in developing each policy
- Approve, modify or rescind all policies
- Decide how policies will be communicated
- Monitor the implementation of policies

4.2 The Executive Director will:

- Present a plan to the Board each fiscal year outlining the policies to be developed or reviewed over a two year period
- At the request of Board prepare a plan for their approval on the development or review of a specific policy
- Unless otherwise specified in the approved policy, ensure the effective implementation of the policy

4.3 Corporation members will:

- Have the opportunity to review and offer comments on a draft of each proposed policy before formal approval by the board

5. PROCESS FOR ADDRESSING COMPLAINTS

5.1 Any Corporation member who believes that the Board or staff are not following this policy can direct his or her concerns to the Executive Director in writing or recorded at the Corporation's administrative offices. The Executive Director will respond to the complainant within 30 days.

5.2 If the member is still not satisfied following the response of the Executive Director, he or she may direct his or her concerns in writing to the Chair of the Corporation. The Chair will respond within 30 days.

6. COMMUNICATING THIS POLICY

6.1 This policy requires no special communication procedures other than what is set out in 3.5.

7. REVIEW & EVALUATION OF THIS POLICY

7.1 The Board will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

8. DATE OF ENACTMENT AND SIGNATURES

This policy was adopted by the Board of Directors of the Corporation at a duly constituted meeting on this ____ day of _____ 2011.

Signed:

Chair

Executive Director

ABORIGINAL CORPORATION MODEL GOVERNANCE POLICY

MANAGEMENT OF BOARD MEETINGS

1. OBJECTIVE

The objective of this policy is to ensure that the meetings of the Board of Directors of the Corporation are run in an effective and timely manner.

2. DEFINITIONS

Corporation refers to the Aboriginal Corporation

Board refers to the Board of Directors of the Aboriginal Corporation

Staff refers to the staff of the Corporation

Executive Director refers to the Chief Operating Officer of the Corporation

Members refers to all members of the Corporation

Nation refers to the Aboriginal Nation

3. POLICY STATEMENT

3.1 The Board will establish a regular meeting time and review its meeting schedule every quarter. Board members will arrive no later than 10 minutes before the meeting is scheduled to start.

3.2 The Board meetings will be open to members of the Nation, save for items that are confidential in nature (e.g. personnel issues).

3.3 Board members will receive a meeting agenda at least 24 hours before the start of the meeting.

3.4 A quorum will consist of 8 members of the Board. If no quorum is present within ½ hour after the scheduled start of the meeting, that meeting will be deferred to another date and time.

3.5 The Chair or his or her designate will chair the meetings.

3.6 The Board will strive to reach decisions by consensus. If such a consensus does not appear

possible on a particular issue, then the Board will decide on how to deal with the issue by a majority vote of members present, provided that a quorum is still present.

3.7 The Executive Director will ensure that minutes are developed for each meeting of The Board. These minutes will record among other things significant decisions reached by the Board and will be available within five working days following the board meeting.

3.8 Members of the Board will have three “floaters” per year to be used for absenteeism from regularly scheduled the Board meetings. In the event that a member of the Board uses the three floaters and incurs further absenteeism without a valid reason, the Corporation will deduct \$200 from their honoraria for each additional meeting missed.

3.9 The Executive Director, with the assistance of staff, will organize for newly appointed Board members an orientation session as soon as is feasible following their appointment. This session will include among other things: an overview of their legal responsibilities, the current set of policies and by-laws, the Corporation’s major programs, how the Corporation is organized, and the current array of issues facing the Corporation.

3.10 The Board may establish committees to conduct its business. These committees will have written mandates and membership lists and will be advisory unless expressly designated otherwise by the board.

3.11 The Board and its committees will periodically evaluate the efficacy of their meetings using the evaluation form attached as an Annex to this policy.

4. ROLES & RESPONSIBILITIES

4.1 The Chair, in addition to being a member of the Board, will be responsible for:

- Chairing the Board meetings or appointing a designate to do so
- Setting the agenda of the Board meetings in consultation with the Executive Director
- Managing the Board business by ensuring a meeting schedule is in place; calling emergency meetings; assisting individual members of the Board; helping the Board be an effective team; ensuring meeting rules are established and followed; and ensuring that the Board focuses on the longer term needs of the Corporation and the Nation.
- Communicating the relevant business of the Board, through the Executive Director to staff.

4.2 Board members are responsible for:

- Proposing agenda items in advance of the meeting
- Preparing for the meetings in an adequate manner
- Being punctual so that meetings can begin on time

- Showing respect for their fellow members of the Board
- Striving to deal with disagreements in a creative and respectful manner
- Demonstrating loyalty to the Corporation at all times

4.3 The Executive Director is responsible for:

- Assisting the Chair or his or her designate in preparing and distributing the meeting agendas
- Preparing decision minutes for each meeting
- Assisting the Board in having adequate information to reach well-informed decisions
- Arranging an orientation session for newly elected Board members
- Advising staff if they are required at the Board meetings with adequate notice to prepare

5. PROCESS FOR ADDRESSING COMPLAINTS

5.1 Any member who believes that the Board or staff is not following this policy can direct his or her concerns to the Executive Director in writing or recorded at the Corporation's offices. The Executive Director will respond to the complainant within 30 days

5.2 If the member is still not satisfied following the response of the Executive Director, he or she may direct his or her concerns to the Chair in writing or recorded at one of the administrative offices. The chair will respond within 30 days.

6. COMMUNICATING THIS POLICY

This policy requires no special communication procedures other than what is set out in the Nation's communications policy.

7. REVIEW & EVALUATION OF THIS POLICY

The Board will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

8. DATE OF ENACTMENT AND SIGNATURES

This policy was adopted by the Board at a duly constituted meeting on this ____ day of _____
2011 Board Meetings

Signed:

Chair of the Board

Executive Director

Tool for Evaluating Meetings of The Boards and Its Committees

Meeting Date:

Rating scale				
Terrible	Poor	So-So	Good	Excellent
1	2	3	4	5

1. My overall rating for the meeting. 1 2 3 4 5

2. Please rate each of the following:

- | | | | | | |
|-----------------------------------------------------------|---|---|---|---|---|
| • Consistent with traditional cultural values | 1 | 2 | 3 | 4 | 5 |
| • Positive, respectful atmosphere | 1 | 2 | 3 | 4 | 5 |
| • Agenda items were consistent with council or board role | 1 | 2 | 3 | 4 | 5 |
| • Role of the Chair | 1 | 2 | 3 | 4 | 5 |
| • Contribution of other members | 1 | 2 | 3 | 4 | 5 |
| • Our time was well managed | 1 | 2 | 3 | 4 | 5 |
| • Clarity of the agenda; goals were clear | 1 | 2 | 3 | 4 | 5 |
| • We achieved our goals | 1 | 2 | 3 | 4 | 5 |
| • Quality of the meeting materials | 1 | 2 | 3 | 4 | 5 |
| • Quality of staff-board relations | 1 | 2 | 3 | 4 | 5 |
| • Clear follow-up identified | 1 | 2 | 3 | 4 | 5 |
| • I was able to participate effectively | 1 | 2 | 3 | 4 | 5 |

Comments:

3. Most valuable aspect of the meeting:

4. How could the meeting be improved:

ABORIGINAL CORPORATION MODEL GOVERNANCE POLICY

CODE OF CONDUCT

1. OBJECTIVE

The objective of this policy is to ensure that all members of the Corporation, in the conduct of public business related to the Nation, act in a manner that promotes the best interests of the Nation. This policy follows from the Nation's mission to enhance the Nation's cultural values through respect, equality and harmony for all.

2. DEFINITIONS

Corporation refers to the Aboriginal Corporation

Board refers to the Board of Directors of the Aboriginal Corporation

Staff refers to the staff of the Corporation, whether full or part time

Members refers to all members of the Aboriginal Nation, including Councillors, Board members and staff, who are members of the Nation

Corporate Members refers to the members of the Corporation as set out in by-law #1 of the Corporation

Nation refers to the Aboriginal Nation

Immediate Family refers to husband and wife (including common law relationships), children (including adoptees), brothers, sisters, parents, grandparents, brothers-in-law, sisters-in-law, aunts, uncles, nieces and nephews

Corporation Resources and Facilities refers to such things as office supplies and equipment, phone and e-mail access and Corporation-owned buildings

Indictable Offense is a serious criminal offense, the punishment for which can be from 2 years to life imprisonment

3. POLICY STATEMENT

3.1 General Standards of Conduct

All members in the conduct of public business affecting the Corporation will endeavour to

follow the "Golden Rule" of treating others as they would have them treat you. Another standard is provided by the mission of the Nation itself, which strives to enhance cultural values through respect, equality and harmony for all. Specific ethical standards that will apply to all members include:

- Honesty
- Integrity
- Fairness and
- Respect

The remaining sections in this Code apply to Board members and staff, where specified, of the Corporation.

3.2 Loyalty

All board members and staff must be loyal to the interests of the Corporation and all Nation members. This loyalty supersedes any personal interest or interests stemming from their immediate family or from membership on other groups or organizations.

3.3 Duty of Care

Members of the Board, in discharging their duties, shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

Examples of a breach of this duty of care include, but are not limited to, being inebriated at official Board functions; missing three or more consecutive meetings of the Board without a valid reason; and attending Board meetings unprepared to discuss agenda items.

3.4 Conflict of Interest and Gifts

All board members and staff must not be involved in any activity in which their duty to the Nation comes into conflict with their private or personal interests or those of their immediate family. For greater clarity, a member of the board cannot benefit directly or indirectly from a person or organization contracting with the corporation. When an individual is in a potential conflict of interest position he or she must declare the conflict of interest and withdraw from the discussion or activity. A Board member withdrawing from the discussion will not affect quorum.

The Chair will open each meeting by asking board members to declare any conflict of interests related to any of the agenda items. At any time during the meeting a board member may raise the issue of a conflict of interest affecting any board members.

Staff cannot be Directors of the Corporation and serve on the Board. Further, no member or members of a Director's immediate family may serve as a staff member of the corporation.

Under no circumstances will a staff or board member accept a gift or favour that is a bribe or reflects to a reasonable person an effort to improperly influence the board member or staff. Under no circumstances will a staff or board member give a gift or favour that is a bribe or reflects to a reasonable person an effort to improperly influence another Board member, staff or Member of the Nation.

Any board member who receives a gift on behalf of the Corporation will remit the gift to the Corporation.

3.5 Supervision

The Board and staff will attempt to avoid a situation where an individual supervises either directly or indirectly a member of his or her immediate family. Should this not prove feasible, the supervisor will take appropriate steps approved by the Board to avoid potential situations of a conflict of interest.

3.6 Political campaigning

Members of the Nation, including staff and Board members will not have access to Corporation's resources or facilities for political campaigning. Staff cannot campaign during regular hours of work, unless on approved leave.

3.7 Use of the Corporation's resources or facilities

Members, Staff and Board members will not make use of the Corporation's resources or facilities in pursuit of private or personal interests or those of their immediate family.

3.8 Confidentiality

Staff and Board members will not use confidential Nation information for their own direct benefit or advantage. Further they will not disclose confidential information about any Nation member, unless specifically authorized by policy, law or regulation.

3.9 Harassment

The Corporation is committed to providing a safe and respectful work environment for all staff, members of the Board, citizens and visitors. No one has to put up with harassment for any reason. Likewise no one has the right to harass anyone else at work or in any situation related to work.

Harassment is any behaviour that demeans, humiliates or embarrasses a person and that a reasonable person should have known would be unwelcome. It includes actions (e.g. touching, pushing); comments (e.g. jokes, name-calling); or displays (e.g. posters, cartoons). It may be a

single incident or continue overtime and could relate to a person's race, national or ethnic origin, colour, religion, age, sex, marital status, family status, disability, or sexual orientation.

4. ROLES & RESPONSIBILITIES

4.1 The Board will:

- Ensure that all new staff and board members are aware of this policy and sign a declaration that they will honour it
- Apply appropriate sanctions, if necessary, for Board members and staff who do not adhere to this policy as set out in Section 5 of this policy.
- Monitor the implementation of this policy

4.2 The Executive Director will:

- Bring to the attention of the Board information pertaining to serious breaches of this policy
- Ensure that the complaints process as set out in Section 5 of this policy is implemented with effectiveness and integrity

5. PROCESS FOR ADDRESSING COMPLAINTS

5.1 Any member who believes that the Board or staff is not following this policy can direct his or her concerns to the Executive Director or to the Chair of the Board.

5.2 If the complaint concerns the conduct of one or more staff other than the Executive Director, the Executive Director will ensure that the matter is dealt with according to procedures laid out in the Corporation's Personnel Policy. The Executive Director will ensure that the Board is informed of the complaint and how it was dealt with.

5.3 If the complaint concerns the conduct of the Executive Director or member or members of the Board, either the Executive Director or the Chair will convene a committee of the Board of no less than three members to decide whether the complaint has merit and, if so, to recommend appropriate sanctions to the Board.

5.4 The committee of the Board established pursuant to 5.3 may:

- Determine that the complaint is frivolous or without grounds and so inform the complainant
- Investigate the complaint by gathering additional information
- Consult Elders and other members of the community
- Consult the Board's legal counsel
- Hear directly from the complainant

- Request those individuals to whom the complaint is directed to appear before it
- Undertake any other actions, which in its view, will help resolve the matter in a fair manner
- Recommend to the Board one or more of the following sanctions:
 - Oral or written reprimand
 - Suspension of the member or members of the Board for a specified time period with conditions
 - Dismissal of the Board member or members
 - Suspension of the Executive Director for a specified time period with conditions
 - Dismissal of the Executive Director
 - Any other action which in its view will resolve the matter in a fair manner

5.5 Grounds for suspending membership on the Board would include:

- Being charged with an indictable offence or
- Actions which cause serious embarrassment to the Board

5.6 Grounds for removing a Director from the Board would include:

- Being convicted of an indictable offence or
- Actions which bring the Board under serious disrepute

5.7 In considering the recommendation of the Board committee, the Board, less any member of members of the Board involved in the complaint, will provide an opportunity to those individuals to whom the proposed sanctions will apply to address the Board.

5.8 Should the Board, less any member or members involved in the complaint, decide by majority vote to recommend dismissal of a Board member or members, then the Board will suspend the members in question until a special meeting of the Corporate Members is convened, at which time the motion to dismiss will be dealt with.

6. COMMUNICATING THIS POLICY

Due to the fundamental nature of this policy, the Chair of the Board will mail a copy of to every Nation household on passage of the policy and will post a copy in all of the Nation's administration offices.

7. REVIEW & EVALUATION OF THIS POLICY

The Board will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

8. DATE OF ENACTMENT AND SIGNATURES

This policy was adopted by the Board at a duly constituted meeting on this ____ day of _____ 2011.

Signed:

Chair

Executive Director

ABORIGINAL CORPORATION MODEL GOVERNANCE POLICY

ROLES AND RESPONSIBILITIES BOARD & STAFF

1. OBJECTIVE

The objective of this policy is to ensure that roles and responsibilities of the Board and staff are as clear as possible so as to promote good governance in the conduct of the Nation's affairs.

Additional policies, especially those related to programs and administrative matters, will provide further clarification of these roles.

2. DEFINITIONS

Council refers to the governing body of the Nation

Board refers to the Board of Directors of the Corporation

Staff refers to the staff of the Corporation

Executive Director refers to the Chief Operating Officer of the Corporation.

Members refer to all Members of the Nation, including members of Council and staff

Nation refers to the Aboriginal Nation

Immediate Family refers to husband and wife (including common law relationships), children (including adoptees), brothers, sisters, parents, grandparents, brothers-in-law, sisters-in-law, aunts, uncles, nieces and nephews.

3. POLICY STATEMENT

3.1 The Board, Executive Director and staff of the Corporation will endeavour to operate as a partnership, recognizing their distinct but overlapping roles. Like all important partnerships, this one will require continued efforts of both parties to discuss problems and make adjustments. Consequently, the partnership will not remain static but will evolve as circumstances and personalities change.

3.2 The Board acts as a collectivity; no member of the Board, including the chair, can make an important decision affecting the well-being of the Corporation or the Nation acting as an individual unless otherwise authorized by the Board. Furthermore no member of Board can

direct a member of staff, including the Executive Director unless authorized by the Board. A member of the Board can ask a staff member to provide information on a matter affecting the Corporation. Should such a request entail a significant time commitment (over one hour) this should be done through the Executive Director.

3.3 When a member of the Board or staff receive a complaint from a Member or Members to which he or she is unable to respond in a manner satisfactory to the complainant or complainants, he or she will forward the complaint in writing to the Executive Director for reply. The Executive Director will reply within 30 days of receiving the complaint and will send a copy of the reply to the Board member or staff who received the initial complaint. If the Board member is not satisfied with the response, he or she can raise the matter at the Board.

3.4 Any work-related complaints of staff should always be referred to the head of the human resources function or the Executive Director, according to the established grievance policy.

3.5 The Board may decide to establish Committees or other bodies. In doing so, the Board will establish written mandates and time frames for their existence. These committees will be advisory in nature unless specifically directed by the Board.

3.6 The Board, at its first meeting at the beginning of each fiscal year, will appoint a Chair for a one year time period.

3.7 For further clarity, all staff report through the Executive Director to the Board.

3.8 Staff cannot be Directors of the Corporation and serve on the Board.

3.9 No member or members of a Director's immediate family may serve as a staff member of the corporation.

4. ROLES & RESPONSIBILITIES

4.1 Subject to the policy adopted by Council to guide the relationship of the Corporation to Council, the Board's responsibilities include approving:

- All mission statements and strategic plans
- Accountability measures directed at members and funding agencies
- Yearly and multi-year budgets and any major adjustments
- New program initiatives
- All funding agreements
- All contracts over a certain amount as specified in the financial management policy
- All policies
- The establishment of complaints and redress procedures
- All significant organizational changes

- The hiring and evaluation of the Executive Director
- The conduct of relationships with external organizations
- Responsibilities assigned to various Committees
- The Corporation's Annual Report to Members

4.2 The Board will monitor and take corrective action, when appropriate, on:

- The efficacy of the Corporation's governance system
- The implementation of policies, plans and programs
- Budget variances
- Major contracts and funding agreements
- Major capital expenditures

4.3 The Chair, in addition to being members of the Board, will be responsible for:

- Presiding over Board meetings
- Providing leadership to the Board through, among other things, guiding the evaluation of the Board with respect to achievement of its long-term plans and policies
- Overseeing the conduct of legal activities with regard to important legal matters affecting the Corporation
- Acting as the official spokespersons for the Corporation on matters designated by the Board
- Managing some aspects of external relations subject to any policies or directives issued by the Board
- Managing Board business by ensuring a meeting schedule is in place; calling emergency meetings; assisting individual Board members; helping the Board be an effective team; ensuring meeting rules are established and followed; ensuring that duties are equitably distributed among Board members; and ensuring the Board focuses on the longer term needs of the Nation
- Ensuring, in concert with the Executive Director harmonious relationships between Board members and staff
- Organizing, in concert with the Executive Director, regular meetings (at least two per year) of the Board and staff as well as team-building activities to foster and encourage a positive working relationship between staff and the Board

4.4 The Executive Director will assist the Board in meeting its responsibilities in 4.1 and 4.2, the Chairs' responsibilities under 4.3 and in addition will be responsible for:

- The implementation of policies, programs and plans
- The appointment of all staff
- Managing the Corporation's staff
- Ensuring, in concert with the Board Chair, harmonious relationships between Board members and staff

- Organizing, in concert with the Board Chair, regular meetings (at least two per year) of the Board and staff

5. PROCESS FOR ADDRESSING COMPLAINTS

5.1 Any member who believes that Board or staff is not following this policy can direct his or her concerns to the Executive Director in writing or recorded at the administrative offices. The Executive Director will respond to the complainant within 30 days.

5.2 If the member is still not satisfied following the response of the Executive Director, he or she may direct his or her concerns in writing or recorded at the administrative offices to the Chair of the Board, who will respond within 30 days.

6. COMMUNICATING THIS POLICY

This policy requires no special communication procedures other than what is set out in section 6 of its policy entitled "Developing, Approving and Communicating Corporation Policies".

7. REVIEW & EVALUATION OF THIS POLICY

The Board will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

8. DATE OF ENACTMENT AND SIGNATURES

This policy was adopted by the Board of Directors of the Corporation at a duly constituted meeting on this ____ day of _____ 2011.

Signed:

Chair of the Board

Executive Director

ABORIGINAL CORPORATION MODEL GOVERNANCE POLICY

RELATIONSHIP OF THE BOARD TO ITS ADVISORY COMMITTEES

1. OBJECTIVE

The objective of this policy is to ensure that relationship of Board to its various Advisory Committees is as clear as possible so as to promote good governance in the conduct of the Corporation's affairs.

2. DEFINITIONS

Board refers to the Board of Directors of the Aboriginal Corporation

Staff refers to the staff of the Corporation

Executive Director refers to the Chief Operating Officer of the Corporation

Members refers to all members of the Aboriginal Nation including Board members and staff, who are members of the Nation

Nation refers to the Aboriginal Nation

Committees refers to the Corporation's Advisory Committees

3. POLICY STATEMENT

3.1 The Board has established Committees: i) to broaden the participation of Nations' members in the governance of the Corporation; ii) to receive high quality advice and assistance in dealing with complex issues from well-qualified individuals; and iii) to ensure that in certain cases decision-making is 'localized' within the community.

3.2 The Board will appoint at least one of its members to be a member of each of its Committees.

3.3 Other members of Committees will serve for a minimum of three year terms. The terms of members will be staggered to ensure on-going continuity of the Committees. Members of the Committees need not be Members of the Nation. The Board may decide to appoint one or more youth members to each of the Committees.

3.4 Board will establish an appropriate and transparent process for advertising vacancies on its

Committees and encourage individuals who meet the qualifications required by the Committee to apply. The Board will decide who is best qualified among applicants to serve on its Committees.

3.5 In providing honoraria to Committee members, there will be no “double dipping”. That is, staff in full time positions or members of Board will not be eligible to receive honoraria if their responsibilities on its Committee can be met in their regular working hours.

3.6 Members of the Committees, with the exception of youth members, should meet most, if not all, of the following qualifications:

- Possess some formal training or direct experience in the appropriate field
- Be aware of traditional approaches to the field
- Be familiar with the Nation’s related programs
- Be aware and respectful of the Nation’s conflict of interest policies
- Possess good written and oral communication skills
- Be well-regarded and respected in the Nation
- Be honest, fair and respectful and possess integrity
- Be able to contribute meaningfully to the Committee

4. ROLES & RESPONSIBILITIES

4.1 Board’s responsibilities include:

- Establishing the mandate, member qualifications, honoraria, term of service and reporting requirements of the Committees
- Establishing a transparent process for choosing members of its Committees
- Reviewing and approving the annual plan of the Committees
- Reviewing and approving the Committees’ annual reports
- Monitoring the work of the Committees on a regular basis

4.2 Each of the Committee’s responsibilities include:

- Ensuring that the Committee functions in an efficient and effective manner
- Developing a yearly work plan and strategic plan, where feasible and appropriate
- Implementing the yearly plan, once approved by Board, and reporting progress on a regular basis to the Board
- Accounting for any resources assigned to it by Board
- Developing a yearly report on its activities and presenting this to Board
- Assisting the Board in meeting its responsibilities as laid out in 4.1 above

5. PROCESS FOR ADDRESSING COMPLAINTS

5.1 Any citizen who believes that Board or the Committees are not following this policy can direct his or her concerns to the Executive Director in writing or recorded at the Administration office. The Executive Director will respond to the complainant within 30 days.

5.2 If the member is still not satisfied following the response of the Executive Director, he or she may direct his or her concerns in writing to the Board, who will respond within 30 days.

6. COMMUNICATING THIS POLICY

This policy requires no special communication procedures beyond what is set out in the Corporation's communications policy.

7. REVIEW & EVALUATION OF THIS POLICY

Board will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

8. DATE OF ENACTMENT AND SIGNATURES

This policy was adopted by the Board at a duly constituted meeting on this ____ day of _____ 2011.

Signed:

Chair

Executive Director

ABORIGINAL CORPORATION MODEL GOVERNANCE POLICY

RELATIONSHIP OF THE CORPORATION TO COUNCIL

1. OBJECTIVE

The objective of this policy is to ensure that the relationship of Council to the Aboriginal Corporation is as clear as possible so as to promote good governance in the conduct of the Nation's affairs.

2. DEFINITIONS

Council refers to the governing body of the Aboriginal Nation

Staff refers to the staff of Corporation

Executive Director refers to the Chief Administrative Officer of the Corporation

Administrator refers to the Chief Administrative Officer of the Council

Citizens refers to all citizens including Councillors, Board members and staff, who are members of the Aboriginal Nation

Corporation refers to the Aboriginal Corporation established by Council

Board refers to the Board of Directors of the Corporation

3. POLICY STATEMENT

3.1 The Nation has established the Corporation as a sustainable, semi-independent structure in keeping with the strategic direction of the Nation.

3.2 The intent of this policy is to ensure that responsibility for the overall direction of the function assigned to the Corporation remains with Council but that Council should not direct day to day operations of the Board of the Corporation or its staff

3.3 While the Board operates at arms-length on a day-to-day basis, it must remain accountable to the Council and ultimately to the citizens of the Nation. Further, it must operate in a manner consistent with the longer term direction established by Council and must be always cognizant of the need to co-ordinate its activities with those of other entities of the Nation.

3.4 The Board will give preference to hiring Nation citizens so long as these citizens meet all the qualifications of the job.

3.5 The Board will include members who are not citizens of the Nation when it is important to enhance expertise not available in the Nation.

4. ROLES & RESPONSIBILITIES

4.1 Council's responsibilities include:

- Appointing Board members on the advice of the Board
- Approving the appointment of the Executive Director of the Corporation on the advice of the Board
- Approving the Corporation's annual budget and subsequent changes of substance to the annual budget
- Approving changes to the legal structure of the Corporation
- Reviewing and approving the annual and strategic plans of the Board
- Monitoring progress of the Board in meeting its objectives as set out in the plans
- Reviewing and approving the annual report of the Board to any funding organization
- Reviewing the Annual Report of the Board to the Members
- Approving any major acquisitions or capital expenditures of the Corporation
- Ensuring that the Board remains accountable to the Council and to the Citizens of the Nation

4.2 The Board's responsibilities include:

- Assisting the Council in meeting its responsibilities as laid out in 4.1 above
- Proposing to the Council the appointment of Board members
- Proposing to Council the appointment of the Executive Director and evaluating his or her performance
- Appointing all other staff of the Board (this may be delegated to the Executive Director)
- Developing a yearly plan and strategic plan for the Corporation
- Monitoring the ongoing performance of the Corporation and taking corrective action, where appropriate
- Ensuring the financial sustainability of the Corporation
- Developing and approving appropriate policies for managing the Corporation
- Developing an Annual Report outlining the Corporation's progress in meeting its goals

5. PROCESS FOR ADDRESSING COMPLAINTS

5.1 Any citizen who believes that Council or the Board are not following this policy can direct his or her concerns to the Administrator in writing or recorded at the Council's Administration

office. The Administrator will respond to the complainant within 30 days.

5.2 If the member is still not satisfied following the response of the Administrator, he or she may direct his or her concerns in writing to the Council, who will respond within 30 days.

6. COMMUNICATING THIS POLICY

This policy requires no special communication procedures other than what is set out in the policy on policies.

7. REVIEW & EVALUATION OF THIS POLICY

Council will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

DATE OF ENACTMENT AND SIGNATURES

This policy was adopted by the Council at a duly constituted meeting on this ____ day of _____ 2011

Signed:

Councillors

Administrator