

Tsal'alh Board of Directors Governance Policy Manual



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Introduction

The Tsal'alh Development Corporation (TDC) was incorporated in 2005 and activated in 2010 with Chief and The Councilors making up the founding Board of the TDC. In 2014 the Tsal'alh Government (TG) Chief and The Councilors determined the need to establish a professional board that operates at arm's length from the TG, according to best practices. The new TDC Board was chosen based upon a competency matrix and appointed in April 2015.

This Governance Policy Manual is based upon Policy Governance Model best practices, and is consistent with the TG Governance Policies, established in 2014. This alignment meets the interests of the founding TDC Board and Tsal'alhmec, as determined in the 2015 Tsal'alh Comprehensive Community Plan.

Policy Manual Outline

This policy manual includes four primary areas of policies that TDC Board have developed to address all aspects of governance:

1. How the Board governs itself – Section I: *Board Governance*

TDC Board maintains legal responsibility for the governance of the organization. Within that mandate is the expectation that the Board will develop, implement, and monitor policies that allow the TDC to carry out its work.

Governance processes are built by the Board to properly direct the organization and ensure that it is operating as intended. Having proper governance in place will make the next three board functions much easier to manage.

This governance section itemizes key guidelines on recruitment of new board members, roles and responsibilities of key positions on the Board, Code of Conduct Guidelines, and meeting expectations. The Board contributes feedback to the strategic planning discussions and ultimately is responsible for approving the strategic plan. It is important that new Board members bring strong strategic experience in a broad range of industries.

2. How the Board interrelates with operations through the Chief Executive Officer – *Board Relationship to Chief Executive Officer*

The Board provides oversight and support to the TDC Management team, holding the CEO accountable to ensure fair and consistent application of all policies.

This oversight role includes administrative and operational authority that is delegated to the CEO to manage the business and make day-to-day decisions. Limitations of CEO authority and expectations of performance are detailed in this section.

Key limitations regarding HR and Finance policies are further defined in the dedicated HR Policy Manual and Finance Policy Manual. All three documents work together to define corporate policies and set limitations and responsibilities for key leadership roles.

3. How the Board interrelates with the Shareholder and Tsal'almec – *Board Relationship to the Shareholder and Tsal'almec*; and

The Board is responsible to shareholders, both TG and all Tsal'almec. Relying on regularly scheduled community meetings to report on operating results, and individual community members have a reliable venue to communicate ideas. These meetings are key to maintaining transparency and accountability, as such rules surrounding notices, agendas and conduct are specifically discussed in this policy manual.

4. How the Board undertakes planning that is consistent with traditional processes and best practices – *Board Strategic Planning and Reporting*.

It is also the role of the Board to represent the interest of Shareholders in strategic planning discussions and decisions. The Board is responsible for ensuring strategic plans are consistent with the goals of the community.

Board members are also expected to actively promote TDC operations and play a key role in keeping the organization's workers skilled, a major factor in future success and a key strategic goal for the TDC.

Finally, this manual has a definitions list in the appendix that will allow readers to understand technical terms, and the St'át'imc language used by Tsal'almec.

Ratification

1. The Board is responsible for developing, regularly reviewing, and approving this Policy Manual. The initial approval of this Policy Manual must include approval by the Shareholder.
2. This Policy Manual will be shared with the Shareholder, Tsal'alhmec, and Tsal'alh Government (TG) at all AGM's.
3. The regular review will be undertaken, and will include feedback from the Shareholder and Tsal'alhmec, and the TG to ensure relevance to the TDC purpose, and achievement of its vision.
4. In areas not presently covered by this policy, the Board will, through quorum, provide interim decisions, which will be recorded as amendments to this policy.
5. Minor amendments to this policy, related to operations and communication, will be proposed by a member of the Board, seconded, and ratified by a quorum of The Board. For substantive¹ amendments to this policy Shareholder ratification is required.

¹ Substantive amendments include anything that changes the spirit or intent of a policy, major policy additions, and anything that changes the policy approval process.

Board Vision and Mission

Board Values

Value	Definition
Responsible	Operate efficiently, with due diligence, reasonably paced organizational development, self-sufficient, accountable, transparent, sustainable, continuous improvement, community benefit.
Culturally Relevant	Supportive and integrated to St'át'imc Tsal'alh culture, and Tsal'alhmec interests.
Collaborative/Partnership Oriented	Develop/maintain enriching relationships within the Tsal'alh area of interest, nationally, and internationally.
Strategic	Grow/diversify a sustainable economy for short and long-term benefit, from knowledge-based decisions.
Create Wealth	Including creating training, employment and contracting opportunities, and innovative legacies for Tsal'alhmec.

TDC Vision

The TDC creates a self-sufficient stable foundation for wealth creation, self-sufficiency, economic independence that benefits/enhances the lifestyle of Tsal'alhmec, and future generations.

TDC Mission

The TDC achieves this through collaboratively identifying, developing, and maximizing economic opportunities, as a well-run efficient organization that also contributes to developing a healthy diversified, strong, Tsal'alh economy that is responsive to the needs and interests, and supports the success, of the TG, and Tsal'alhmec.

To achieve this mission, TDC engages in three core areas:

1. Supports small business development,

2. Develop and utilize community human resources and skills, and
3. Proactively offers education, training, and on-going capacity development.

Section I: Board Governance

Board Structure and Selection

1. The TDC Board has five members, identified based upon a competency matrix. One Board member will be a Council member selected by the Tsal'alh Government who will have a vote but will not be able to veto.
2. Board positions are three-year terms except for the Chair, whose term is four years with the intent to maintain corporate memory and consistency of decisions.
3. There is no limit on the consecutive terms that a director can serve.
4. The Recruitment & Composition Policy and Procedure guides the selection of board members.

Recruitment and Composition

Purpose

This policy provides recruitment process guidelines and criteria to:

- Ensure transparency and accountability,
- Continually develop a system that can be monitored and evaluated, and
- Develop the *best* Board possible to support the TDC, in achieving its vision and mission.

The responsibility for successful recruitment rests with the entire Board of Directors, while the TDC Shareholder (in trust) holds the power to:

- Approve the legal appointments;
- Monitor the Board (quarterly and annual reporting); and
- Remove Board members for violations of governance policy, if necessary.

Policy

The Board will develop, update, and coordinate the recruitment process, based upon:

1. ONGOING DEVELOPMENT OF COMPETENCY MATRIX
The competency matrix identifies the individual and collective experience and skills that the Board needs to operate at optimum efficiency. The Board will update the matrix

annually, with nomination processes being initiated when a gap or need is identified based upon the strategic plan and evolutionary needs of the TDC.

2. CALL FOR NOMINATIONS

The nomination process will include an established Board TDC Nomination Call that is distributed to the Tsal'alh community, other St'át'imc communities and the external community. The Board may utilize the CEO or support staff, with the approval of the CEO, to coordinate the interview schedule.

A TDC information package will be provided to nominees and will include:

TDC background; composition (competency matrix); term; roles and responsibilities; accountabilities; staff resources; vacant positions being sought; personal attributes; time commitment; compensation; orientation; and nomination process.

3. BOARD SELECTION CRITERIA

Nominees who have submitted their résumé to serve on the TDC Board will be evaluated based upon criteria that are derived from the competency matrix, which includes, but is not limited to:

- i. Legal skills;
- ii. Accounting or financial skills;
- iii. Governing skills;
- iv. Business development experience; and
- v. Ability to contribute to the effectiveness of the Board (i.e.: negotiations, conflict resolution, project development/management).
- vi. In addition, all nominees need to demonstrate a high level of oral and written communication proficiency.
- vii. Applicants who are Tsal'alhmech or St'át'imc and have the above skills and competencies will be given preference.
- viii. Applicants are asked to declare any potential conflict of interest (direct or indirect), which the Interim Selection Committee will review and determine if a real or perceived conflict of interest is present.

4. INTERVIEW PROCESS

The Selection Committee will participate in and conduct the interviews, based upon interview questions that are developed from the above criteria. The Selection

Committee will use a scoring sheet to facilitate impartial ranking of candidates, ensuring selection of a candidate with the highest potential to contribute to the TDC Board.

5. REFERENCE CHECK

The Selection Committee will, with the support of the CEO or TDC staff, complete a reference check on the nominee(s). This reference check will include a criminal record check, and additional background checks as requested by the Board.

6. FINAL DECISION

Upon the completion of this process, the Selection Committee will recommend candidates, and provide all supporting candidate documents, to the remainder of the Board. Upon the Board's approval of these candidates, a recommendation and the supporting candidate documents will be presented to TDC Shareholders for review and approval.

TDC Shareholder will review the recommended candidates, provide approval or alternate recommendations, and complete the legal appointments of the successful candidates.

Governance Style

The TDC Board governs through collective leadership, and consensus-based decision-making, while acknowledging and appreciating differing viewpoints.

The Board also respects, understands, and adheres to the separate roles and responsibilities of the Board and Operations. In doing its entire work Board members act in the best interests of the TDC Shareholder, and Tsal'alhmec.

Roles and Responsibilities

The Board is responsible for:

1. Developing policies and/or procedures detailed in this manual, and summarized below, that address the following areas:
 - a. Governance (Meetings, Chair, Executive, agenda setting, decision-making process, code of conduct, conflict of interest, issue resolution, establishing Officers, establishing Standing and Ad-Hoc Committees of Council, reporting, monitoring, board recruitment and orientation);
 - b. Strategic Planning and Orientation; and

- c. Managing the relationship with the CEO
2. Selecting, monitoring, disciplining, and dismissing the CEO, as needed.
3. Collaborative development the TDC Strategic Plan approval of the Board in a timely manner.
4. Ensuring regular reporting (quarterly and annual) is completed and shared with the Shareholder, Tsal'alhmec, and the TG, and maintaining political neutrality with a focus on TDC governance and business oversight.
5. Undertaking the following actions to implement their strategic objectives, and generally fulfill their responsibilities:
 - a. Attend relevant meetings and assemblies (industry, government);
 - b. Secure appointments of Board members or the CEO on outside boards;
 - c. Interact with the Shareholder, Tsal'alhmec and TG, as well as the larger local, provincial and national political, environmental and business communities;
 - d. Liaise and negotiate with third parties;
 - e. Establish committees (standing and ad-hoc);
 - f. Initiate community engagement processes, as needed; and
 - g. Media relations.
6. Monitoring its own compliance with Board policies and plans, and external rules and regulations.

Roles and Responsibilities of the Chair

7. In addition to roles and responsibilities of the Board as a whole, the Chair has the role and responsibilities of:
 - a. Acting as the spokesperson for the TDC and the Board;
 - b. Developing/approving all Board Meeting Agenda's (with the recommendations of the CEO and Board);
 - c. Convening all meetings of the Board, in accordance with established procedures;
 - d. Facilitating a Board Orientation session for any new Board members, as outlined in the *Leadership Development Policy*;
 - e. Appointing Board members to committees [the removal of members of the Board from committees will be made with a quorum of the Board];

- f. Provide day-to-day direction and monitoring the CEO that is consistent with the Strategic Plan/Annual Plan, Governance Policies, Operations Policies, and prior decisions of the Board;
- g. Making decisions when required, on behalf of the Board, when such decisions are necessary for effective government. Such decisions will be reported to the Board at the next meeting of the Board;
- h. Acting in a supervisory capacity for all the Board members' activities; and
- i. Delegating responsibilities to the other Board members as required.

The Chair may delegate this authority, but still remains accountable for the position.

The Board is responsible for monitoring the role of the Chair, and if the Chair does not fulfill their responsibilities it is the responsibility of the remainder of the Board to address this deficit. If the Chair remains deficient in their responsibilities, the remainder of Board must follow the Consequences section of the *Code of Conduct Policy*.

Roles and Responsibilities of the Treasurer

8. The Treasurer is nominated by the Board from amongst the Board members, and is responsible for:
- j. Monitoring monthly, quarterly and annual financial reporting and audits, as approved by the Board;
 - k. Ensuring that the financial policies safeguarding the assets² of TDC are effective and mitigate risk;
 - l. Ensuring that Board Orientation and Training is scheduled into the annual financial plan, as needed and as determined by the Board as a whole;
 - m. Ensuring that annual administrative funding prioritizes leveraging existing funding supporting; and
 - n. Performing those functions delegated to them by Board and/or the Chair.

² Inclusive of human, financial and capital assets and insurance to cover all activities of the TDC.

The Board is responsible for monitoring the role of the Treasurer, and if the Treasurer does not fulfill their responsibilities it is the responsibility of the remainder of the Board to immediately draw attention to this. If the Treasurer continues to not fulfill their responsibilities the remainder of Board must follow the Consequences section of the Code of Conduct Policy.

Roles and Responsibilities of the Secretary

The Secretary is expected to be present at all Board meetings.

The role of the Secretary is to maintain the integrity of the Board's documents by:

- o. Ensuring notice of meetings is provided to Board members, in a timely manner;
- p. Ensuring the timely preparation of comprehensive Board meeting packages for each meeting;
- q. Ensuring meeting minutes are kept for all meetings (Executive, Committee, regular and special meetings) and are circulated to all Board members within five business days of the meeting;
- r. Ensuring that meeting notes for in-camera meetings are recorded, and ensuring they are kept in a secure filing system as privileged information;
- s. Ensuring the appropriate secure filing of Board meeting minutes and documents;
- t. Ensuring the legal filings and other reporting of the TDC are completed as needed, which includes but is not limited to:
- u. Annual Reporting;
 - I. Updating of the Board of Directors Legal Registry, as needed;
 - II. Updating of the Shareholder upon replacement of a TG Chief;
 - III. Ensuring all approved TDC Policies (Governance, Administration), and Board approved meeting agenda's and minutes are made available in hard copy for the Shareholder, and Tsal'alhmec if requested.
 - IV. Performing those functions delegated to the Secretary by the Chair and/or Board.

The Board is responsible for monitoring the role of the Secretary, and if the Secretary does not fulfill their responsibilities it is the responsibility of the remainder of Board to immediately draw attention to this. If the Secretary continues to not fulfill their responsibilities the remainder of Board must follow the Consequences section of the Code of Conduct Policy.

Code of Conduct

Members of the Board are required to set examples of good conduct and leadership within the Tsal'alh community.

Accountability

The Board is accountable to the Shareholder and Tsal'alhmec and must act openly and in a trustworthy and conscientious manner in the performance of their duties and obligations.

The Board must represent and treat all Tsal'alhmec equally, and act in their best interest.

The Board has the responsibility of making themselves available and accessible to the Shareholder, Tsal'alhmec, and TG. The Board is the guardian of the TDC vision, and assets.

1. All Board members are accountable to each other for their activities and actions pertaining to TDC business.
2. The Board will uphold formal commitments made with other Aboriginal organizations, government agencies, businesses, and individuals.
3. Role Modeling:
 - a. The Board must be positive and visible role models for the Shareholder, Tsal'alhmec, and TG.
 - b. The Board must be aware of, promote, and maintain Tsal'alh traditional and contemporary economic development.
 - c. The Board will ensure they enhance and maintain the reputation of TDC.
 - d. The Board's conduct, both professional and personal, serves as a direct reflection on the TDC. As such, all Board members are encouraged to pursue their own personal development and are reminded to always conduct themselves in the best possible manner.
 - e. Members of the Board are encouraged to attend/participate in community functions and events as representatives of the Board.
4. Professionalism:
 - f. Board members will not engage in activities that can be reasonably construed to misrepresent the Board.
 - g. The Board will conduct themselves in a professional, cordial, neutral, unbiased, and respectful manner at all times.

- h. The Board will not tolerate or condone any type of discrimination prohibited by law, including sexual, physical or psychological harassment.
- i. Each Board member shall make it a practice to be punctual to Board meetings and devote themselves to fully participate and perform their duties as Board members.
- j. Board members will make every reasonable effort to remain informed about Board business, understand operational systems and policies related to the Board; and learn any other information, which will assist them in performing their duties.
- k. The Board will avoid the use of any illegal or legal drugs that affect or impair judgment before/during the Board business and other TDC business; avoid consumption of liquor when representing the TDC at functions; and as a role model avoid the use of any substances that present a poor image of leadership.

Board Unity

1. Diversity of opinion is welcomed during discussions, and Board members may disagree on the outcome of decisions but must support the decision and the legitimacy of the process by which it was made. A Board member may let others know that they did not support the decision, however they cannot:
 - a. Provide direction that is contrary to the decision;
 - b. Announce their own decision as being the Board decision; or
 - c. Direct those implementing the decision to disregard the decision.

Loyalty

The Board's ultimate loyalty is to the TDC. This loyalty supersedes: loyalty to any advocacy or special interest groups, and membership on other boards; or as a staff member or contractor for other organizations; and any personal interest.

1. The Board will hold themselves free of any interest, influence or relationship in respect to any activity, which could impair their judgment or objectivity in the course of their duties.
2. The Board will not engage in non-productive public or private criticism of TDC, employees, contractors, or other Board members.
3. Board members will take an active role in developing trust amongst each other.

Communications

Board members will deal with each other, TDC staff, the Shareholder, Tsal'alhmec, TG, and outside entities or individuals in a fair, open, honest, tolerant, and respectful manner.

1. Board members will deal with issues, not personalities.
2. Board members will approach their work together in a collaborative manner by openly sharing ideas and information; demonstrating appreciation for diverse points of view; and contributing to problem-solving by discussing solutions.
3. Board members will respect the right of all Board members to be heard, and will listen attentively to others, and

While debate is essential and healthy, the Board should always view their actions and decisions only in the context of the purpose of the Board.

Authority

Board members must act as a team, and do not have any individual authority other than that outlined in TDC governance policies or other Board decisions and/or documents.

1. Individuals or groups of Board members have no authority to direct the CEO or staff, except as outlined in the policies.
2. Except for the authority granted to the Chair, or authority delegated from the Chair to other Board members, Board members have no authority to talk with the media, other external organizations, or the public on behalf of the Board or the TDC.
3. Under no circumstances will members of the Board directly advise, instruct, consult, direct, or discipline administrative staff, except through the CEO. Further, Board members will not make any judgment of the management team or staff performance unless that performance is assessed against specific Board policy, guidelines, or approved agreements.
4. Board members will respect both approved signing authorities and approval processes (e.g., motions, contracts, purchases and payments), as outlined in the Governance Policies, and TDC Finance Policy.
5. Board members shall not directly or indirectly use, or allow the use of TDC logos, equipment, vehicles, or property for anything other than official TDC business, or as authorized by approved TDC policy.

Board members shall not abuse their position in any way that will undermine the position of the Board and its operations.

Standard of Care

Board members will exercise their powers honestly and in good faith, with a view to the best interest of the TDC. Board members will exercise the care, diligence, and skill of an ambassadorial person.

Board members will ensure that the level of service provided is competent and unencumbered from any element that may undermine the goals, operation, and achievements of the Board.

Confidentiality

Board members are responsible for maintaining confidentiality relating to the internal affairs of the Board and the TDC. All information provided to, or accessed by, the Board is to be considered confidential until the Board grants approval for the information to become public knowledge.

1. Board members are prohibited from personal use, or distribution of confidential or privileged information, obtained by their position on the Board.
2. Board members shall not give out official and/or confidential information acquired as a result of their appointed position, unless they have the expressed written permission from the Board as a whole.
3. The duty of confidentiality remains five years beyond the term of a Board member.

Conflict of Interest

Board members hold a position of trust. As such there is an obligation for members to avoid conflicts of interest, real or apparent. Each Board member has the responsibility first and foremost to the TDC.

Conflicts of interest may be real or apparent. A real conflict of interest occurs when a Board member fulfills an official function and, at the same time, knows that in doing so there is an opportunity to obtain a personal or other benefit for themselves, a relation or association. An apparent conflict of interest exists when there is a reasonable perception that a Board member(s) is in a potential conflict of interest.

A conflict of interest arises when a Board member's personal or business, direct³ or indirect⁴, interests compete with, or supersede his or her dedication to the interests of Tsal'alhmec.

To avoid a real or apparent conflict of interest Board members shall:

1. Openly declare if they find themselves in a real or apparent conflict of interest.
2. Bring to the attention of the Board if a member is in a real or apparent conflict of interest and participate in planning to mitigate any risks. If there is doubt regarding whether or not a conflict exists, legal advice may be sought.

If a real or apparent conflict has been declared, a Board member will:

1. Address the issue by declaring the facts of the issue;
2. Declare their abstention from the discussion/decision, and request for declaration and abstention to be noted in the meeting minutes;
3. Leave the room where discussions are taking place;
4. Not discuss the issue with other Board members or attempt to influence the discussion/decision where a real or perceived conflict is declared;
5. Not access applicable Board information related to the discussion/decision; and
6. Not return to the Board table until after discussions and/or voting has been completed.

Gifts

Gifts Of Protocol/Custom/Courtesy

- a. Board members may accept gifts that are offered according to protocol, custom, or as a courtesy when they are performing the Board responsibilities.
- b. Gifts of protocol/custom/courtesy are defined as being non-monetary items that are:

³ A direct interest is a reasonable likelihood that the circumstances of a Board member would be directly altered if a matter is decided in a particular way where he/she would receive a direct financial benefit or loss.

⁴ An indirect interest is where the Board member has a close association, indirect financial interest or other benefit, conflicting duty, or becomes an interested party.

- I. Nominal in value (e.g., tobacco);
 - II. Clearly associated with the individual Board member's presence/service (e.g., speaking engagement);
 - III. Usually coming from a source that the TDC does not have a commercial/business relationship with (e.g., universities, conferences, celebrations);
 - IV. Made by the donor without any further expectation; or
 - V. A small monetary gift intended to reimburse a Board member for travel costs that are not already covered by the TDC.
- c. These types of gifts do not need to be declared and can be retained by the individual Board member for personal use.

Nominal gifts

Nominal gifts may be accepted if gifts are repeatedly offered, and the cumulative value of gifts does not exceed \$100.00 annually. Gifts whose accumulative value exceeds \$100.00 annually shall be deemed official gifts which must be declared and utilized in the manner outlined in the 'official gifts' section below.

Official Gifts

Official gifts may be made in recognition of the service of the TDC, and may be provided to an individual Board member as the representative of the TDC.

All official gifts must be declared and brought to the TDC Head Office at the earliest convenience for TDC use, or as determined by the Board, utilized in a manner that provides benefit to an acknowledged TDC function (e.g., community event, program).

Public Relations Gifts

Public relations gifts include gift items (e.g. logoed merchandise, sporting event tickets) as well as business entertainment (e.g., golf) that are offered to establish or strengthen business relationships. Public relations gifts are infrequently given and should not be of a value considered excessive (compared to gifts from other sources/situations). Board members may

accept these types of gifts provided they are not given or received with the intent of influencing the decision making of the Board.

Entertainment type gifts (e.g., sporting event tickets) should not be accepted where a representative of the company/organization offering the gift will not be accompanying the recipient to the event.

To ensure transparency, all public relations gifts must be declared to the Chair. Where possible, the Chair should approve the gift prior to it being accepted. The Chair will maintain a record that monitors the value, quantity, and frequency that such gifts are offered. The Chair will evaluate the appropriateness of all gifts, especially where gifts are repeatedly offered by the same source, to determine if a real or perceived conflict of interest exists or has the possibility of developing.

Any instance of a public relations gift being offered that is perceived as bribery or a reward for favorable treatment (a “kickback”) must be reported to the Chair immediately.

Monetary Gifts

Monetary or gifts with cash equivalents (e.g. gift certificates) may not be accepted.

Declining Gifts

Despite any good intentions behind the offering of a gift of protocol/custom/courtesy, an official gift, or a public relations gift may:

1. Be construed by an impartial observer as a bribe, pay off, influence over decision-making, or improper or illegal payment;
2. Compromise the image or values of TDC;
3. Come from a questionable source (e.g. illegal); or
4. Expose the TDC to liability that could not be managed.

All Board members are obligated to respectfully decline these kinds of gifts and report the situation/incident to the Board.

If a Board member accepts a gift, but the Board later determines that the gift is inappropriate, the Board will determine how best to dispose of the gift, which may include returning the gift.

Giving Gifts

A Board member may not use TDC property/assets to give a gift, charitable donation or political contribution to anyone on behalf of TDC, unless specifically authorized in writing by the Board as a whole, and is permissible within the approved annual budget 'contributions'. If permitted, by the Board as a whole, the gift/donation must require a receipt.

Soliciting Gifts

Under no circumstances shall a Board member utilize their position to solicit a gift (e.g. sports tickets), or favor, from any person or organization the TDC has a relationship with.

Breaches

Failure of Board members to abide by the Board governance policies or other policies, codes and guidelines shall be viewed as a breach of appropriate ethics and as such, is subject to discipline. Board members, Tsal'alhmec, or the TG may raise concern about potential breaches as per the *Issue Resolution* section. Such discipline, as administered by the remaining Board members, may be in the form of a verbal warning, formal letter of reprimand, removal from committees, or suspension with, or without, remuneration.

The process of discipline shall, where the remaining Board members consider it to be appropriate, be progressive and restorative in nature and always administered in a fair and reasonable manner. The goal of the Board is, wherever possible, to foster and maintain an environment of teamwork and harmony.

Just cause for discipline shall include, but not be limited to, the following:

1. General and personal conduct within Tsal'alh (e.g., obscene language, violence, use of any drugs, or alcohol that impairs the judgment of a Board member);
2. Failure to attend meetings, or unbecoming participation at meetings;
3. Dishonesty (e.g., theft, intentionally providing misinformation);
4. Failure to disclose a known conflict of interest;
5. Insubordination (refusal to follow the direction of the Board);
6. Personal or sexual harassment of TDC employees, Tsal'alhmec or any other persons;
7. Disclosure of confidential information;

8. Failing to remain qualified as a Director⁵;
9. Conviction of non-indictable or indictable offense (just cause for immediate termination), as determined applicable by the Board as a whole.

Consequences imposed for substantial transgressions without justifiable cause may include but are not limited to:

1. Suspension from all the Board activities without per diem;
2. Expulsion from all the Board activities without per diem for periods of up to the remainder of the Board member's term of office;
3. Removal of Officer appointments, if relevant; and
4. Removal as a Director⁶.

A consensus of a quorum of Board members shall determine the level of discipline, which will be documented in writing.

Procedure

Board will:

1. Formally commit to upholding the policies it sets (e.g. signing of the Oath);
2. Report any contraventions of policies and laws to the Board or other appropriate authorities;
3. Enforce the policies when violated by Board members; and
4. Support those enforcing the policies if a Board member is disciplined using a restorative discipline approach, where possible.

⁵ This includes: being found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs through a new or an undischarged bankruptcy; or being convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated business, or of an offence involving fraud.

⁶ To be undertaken with legal counsel to ensure all legal requirements and filings are consistent with current legislation.

Meeting and Agenda Setting

The Board will meet monthly, or less often if needed, based upon the approved Annual Work Plan. Additional meetings can be held to complete regular business, for special items requiring significant time for discussion, or emergency meetings, as determined by a quorum of the Board.

Meetings are open to Tsal'alhmec, and Board members are encouraged to bring youth to witness the meeting and support the training and development of future leaders.

Each Board member must be provided with as much notice as possible, but a minimum of five business days' notice via email or phone call⁷ for all meeting dates (new and rescheduled), unless all Board members unanimously waive such notice.

Expectations

1. Board members are expected to participate in all meetings;
2. Respect other Board members' time and commitment by arriving to meetings on time;
3. Come to meetings prepared by having reviewed all distributed materials in advance of meetings;
4. Participate in all activities (e.g. voting and not abusing the right to abstain); and
5. Undertake all responsibilities in a conscientious manner, consistent with traditional leadership practice, and contemporary professional expectations of leaders.

Board members may participate in a meeting of the Board or committee meetings in person, by phone, or communication medium if all directors participating in the meeting are able to communicate with each other. A Board member who participates in a meeting in this manner is deemed to be present at the meeting.

Attendance at regularly scheduled meetings is mandatory however, in extenuating/emergency situations when a Board member must miss a meeting, the Board member shall provide notification as early as possible, but no less than three days in advance. Unless a valid reason

⁷ Phone calls for emergency meetings or meeting with less than 1 day's notice.

for absenteeism is provided, an absent Board member will be recorded as being absent without cause.

Absentee Policy

1. Absent without cause for more than two consecutive mandatory meetings;
2. Absent for more than three meetings in a row (with cause); and/or
3. Miss one third of the total number of Board meetings in a twelve month period, are subject to discipline, see *Code of Conduct Policy*.

Chairing of Meetings

1. The Chair acts as the standing Chairperson for all regular Board meetings.
2. The job of the Chair is to set the tone and effectively manage meetings, ensure fair and productive discussions and effective decision-making processes are maintained.
3. The Chair facilitates and participates in meeting discussions and participates in voting when consensus cannot be reached.
4. If the Chair is unable to chair a meeting or chooses to assign the role for a particular meeting, it is the responsibility of the Chair to ensure another member of the Board fills the role. In cases where the Chair delegates their authority, the Chair is still accountable for the role.
5. If the Chair is unable to chair more than three consecutive meetings or six meetings in a year, the Board will review the Chair position and may appoint a new Chair.

Quorum

1. Quorum is established as 3 (51%) Board members.
2. A quorum is required to conduct official Board business.
3. If a quorum has not been obtained within 15 minutes of the scheduled meeting time, the Board may either adjourn the meeting until another duly scheduled time, or continue meeting to discuss and debate issues, but not make decisions. If the meeting continues, the absence of quorum will be recorded in the minutes. Any recommendations from meetings where quorum is not established must be presented for consideration and voting by the Board at the next meeting.

Rules of Order

1. The Chair is guided by traditional St'át'imc leadership practices, and *The Modern Rules of Order*⁸.

Rules of Debate

Diversity of opinion and debate is welcomed as part of the Board's deliberations. To facilitate constructive debate, but come to decision in a timely manner, the following rules of debate will be utilized:

1. The Chair may set an informal, or formal tone, at a meeting as needed to ensure an effective working environment;
2. Discussion will be focused on the agenda item;
3. The Chair may set a targeted discussion time period for each agenda item, or leave the time period open allowing as much time as needed for the Board to arrive at a decision;
4. If the Chair considers any remarks to be improper, the Chair will intervene.
5. The Chair will ensure that all Board members have the opportunity to speak, and may delay Board members from speaking multiple times on an issue before all Board members wishing to speak have had a first chance to comment.
6. If there are clearly "for" and "against" Board members on a particular issue, the Chair will attempt to alternate these Board members on the speakers list to balance the discussion.
7. When the Chair decides that there has been sufficient discussion (e.g. no new information being raised), the Chair will summarize the discussion and suggest dismissal or recommend that a decision be made.

Decision Making Procedures

1. Allowing for thorough discussion, the Board strives to achieve consensus decision-making on all issues. Majority voting may be used at the discretion of the Chair, and where consensus cannot be reached.

⁸ The Modern Rules of Order: A Guide for Conducting Business Meetings. Tortorice, Donald A. 2007, 3rd Edition.

- a. When consensus is reached, the decision is recorded in the minutes. Consensus can be demonstrated informally by the Chair verbally confirming the “will of the group”, or formally through voting by way of a show of hands.
 - b. The call for a decision to be made can be made informally by the Chair, or formally through a written summary that includes:
 - i. Who is recommending the decision;
 - ii. What is being proposed;
 - iii. Why it is being proposed;
 - iv. Who will be responsible for implementing and reporting back to the Board on the decision, and by when; and
 - v. How the proposed activity will be resourced (human and financial resources).
2. A decision will only be revisited in the event that:
- a. New information of significant substance, comes forward;
 - b. The environment, conditions, or assumptions that the decision was based on significantly changes;
 - c. The decision becomes inconsistent with future strategic planning or the TDC Vision, Mission and Values; and/or
 - d. The decision proves to be counter or detrimental to the issue that the decision was meant to address, or to other aspects of the Board’s strategic plan.
3. Board members may disagree on the outcome of a decision but must support the legitimacy of the process by which it was made, consistent with the *Code of Conduct Policy*.
4. A Board member that has voted against a motion will not be selected as the spokesperson to communicate Board’s decision to external organizations.

Levels of Decision Making

Decisions of the Board can be categorized as either procedural or substantive. Substantive issues brought forward will include, but are not be limited to:

1. New policy adoption and/or changes that affect the original spirit and intent of existing approved policy;
2. Administrative budget allocations and major budget amendments up to and including \$25,000 of the annual budget, or any allocation of new funds that were not part of the approved budget;

3. Leveraging of funds that includes financing and indebteding TDC to a level equaling yearly repayments of up to and including 5% of the annual budget;
4. Legal issues;
5. Land acquisitions; and
6. Annual Strategic Plans.

Other issues can be defined as substantive with the majority consent of the Board. Decisions related to substantive issues require the support of 80% of the Board eligible to vote. The Board's process for arriving at a decision will adapt according to the scope and weight of the issue being considered. Appropriate time, consideration and due diligence will be afforded to ensure decisions are made in the most effective and efficient manner.

Shareholder Ratification

Further to the decision-making procedures for the Board, Shareholder ratification is required for:

1. Substantive changes to TDC Governance Policies;
2. Administrative budget allocations and major budget amendments over \$25,000 variances of greater than 5% of the annual budget, or any allocation of new funds that were not part of the approved budget;
3. Leveraging of funds that includes financing and indebteding TDC to a level equaling yearly repayments of more than 5% of the annual budget;
4. The annual audit;
5. Proposals that have a high level of impact (e.g. commit a significant level of land and/or natural resources or commit land and/or resources for a significant period of time); and
6. Substantial changes to Board remuneration.

The intent of Shareholder ratification is to ensure decisions have long-term certainty and support.

The Board will ensure that a meaningful ratification process is in place that emphasizes:

1. Involving and notifying the Shareholder, and when needed Tsal'alhmec, as determined by the Shareholder;
2. Providing information on the ratification topic; and

3. Ensuring the ratification vote is accessible to the Shareholder, and all Tsal'alhmec (e.g. including an in-community vote as well as mail-in voting), if required by the Shareholder;

For a decision that requires Tsal'alhmec voting, as determined by the Shareholder, 51% of Tsal'alhmec participating in the meeting must support the decision.

The votes of all eligible Tsal'alhmec will be facilitated through an established ratification process at a duly convened community meeting, or other processes determined by the Shareholder.

Recording Meetings

The Board will ensure that a consistent method of recording meetings is established that balances transparency with efficiency, and demonstrates due diligence was exercised for motions that are passed.

At a minimum, minutes shall include:

1. Logistics – date, time, location, list of those present and absent, name of the recorder, type of meeting (regular or special), time the meeting started and adjourned;
2. Formal motions, whether passed (by consensus or vote) or defeated;
3. Actions – what has been assigned, by when, and to whom, and outstanding action items tracked from prior meetings until the action is complete.

The Secretary will ensure that the responsibility for recording minutes has been assigned for each meeting.

1. Minute takers must be bound by an oath that includes sections on confidentiality, conflict of interest, and code of conduct.
2. Board members or others, aside from the person delegated to officially record the meeting, may not make audio or visual recordings of the meeting without the consensus of the Board as a whole.
3. Board members, or others, may keep personal written notes of a meeting, but only the ratified minutes kept by the person delegated to officially record the meeting will be considered the authoritative version.

In-Camera Sessions

To promote transparency and accountability, Board meetings are normally open for Tsal'almec and a TG representative to observe the meetings. To conduct its business, Board meetings are also open as needed to delegations/visitors. Time will be scheduled into each meeting to address any potential in-camera issues, which will limit who can attend that portion of the meeting.

1. In-camera sessions will be conducted for items that include, but are not limited to:
 - a. Personnel matters related to a specific manager or staff person;
 - b. Grievances;
 - c. Litigation or potential litigation; or
 - d. Any matter where the terms of confidentiality agreements apply, or information is subject to being privileged.
2. In-camera discussions will be scheduled in advance to minimize disruption to the flow of the meeting, and to respect the time of those who will not be attending that portion of a meeting.
3. *In-camera* discussions are considered confidential unless attendees explicitly agree otherwise.
4. Only the decisions made at *in-camera* discussions will be documented.
5. The person normally responsible for recording minutes will document the decisions as directed, unless the subject matter requires this person's absence, in which case the Secretary will assume the responsibility.
6. Once decisions have been documented, they must be stored as privileged information in a protected manner that limits access only to those who attended the session (e.g. electronic files password protected, and hardcopies stored in a locked file cabinet with access limited to only the Secretary and Chair). The same provisions apply to material associated with the discussion.
7. Any requests for access to *in-camera* decisions by persons other than those in attendance must be directed to the Chair, who will consult the attendees for permission prior to sharing the decisions.

Issue Resolution

The Board will make a restorative-based issue resolution process available to Board members, Operations staff, and Tsal'alhmec who feel that:

1. The Board or CEO has incorrectly/inconsistently applied a policy;
2. Full and known information was not adequately considered during a decision made by the Board or CEO; and/or
3. They have been unfairly or unjustly treated by a member of the Board, or the CEO.

This includes issues that the Chair and/or Members of the Board may have with each other. These criteria will be used to determine whether new issues, or issues that arose prior to the implementation of this Issue Resolution policy, qualifies for this process.

Anyone can access the TDC restorative-based issue resolution process without fear of retribution.

At any point during the issue resolution process, either party may solicit the support of an administrative staff person or member of the Board. Guidelines related to this support are outlined in Appendix E (Issue Resolution Process).

The availability of the restorative-based issue resolution process no longer applies if:

1. The appellant to the dispute fails to follow the steps of the process (e.g. bypasses a step);
2. Either party retains legal counsel to resolve an issue;
3. A decision has already been made on the issue; or
4. Either party refers the matter in dispute to a court or other competent jurisdiction.

Leadership Capacity Development

To maintain the integrity and effectiveness of the TDC, the Board will ensure their collective skills and competencies are sufficient to assure effective governance.

To achieve this:

1. All new Board members will receive an orientation that includes, but is not limited to a:
2. Review of all Governance Policies;
3. Review of the most recent year-end report;

4. Review of the current Strategic Plan and Annual Plan;
5. Review of the committee structure and past committee work; and
6. Review of Strategic Plan accomplishments to date to ensure alignment of activities and the appropriate realization of performance measures to date.
7. The Board will complete an annual evaluation (internal and/or external) of Board skills and competencies required to realize the Strategic Plan, and Annual Plan.
8. From this annual review Board will identify training priorities, and develop a plan⁹ and budget, to collectively increase their understanding of relevant issues (e.g. Title and Rights, Policy Development, Aboriginal Law, Economic Development, Project Management).
9. The Board will allocate funds for the training plan only upon approval of the Treasurer and CEO.
10. The Chair or the Board member may make an individual training request by submitting a detailed request for Board's consideration that identifies how the training relates to the annual training priorities, and what the training costs are.

All Board members who are approved and funded will prepare a report for the Board that identifies how training outcomes have benefited the TDC, and what the final costs were.

Committees

Purpose of Committees of Board

The Board may create committees for the purpose of assisting with the Board's work, and ultimately serving the Shareholder and Tsal'alhmec as a whole.

Committees are advisory in nature only, unless the authority to make decisions has been granted by the Board.

Committees may be:

1. Standing (on-going activities); or

⁹ Will contain at a minimum planned activities, and performance measures.

2. Ad-hoc (short-term or one time activities that do not fall under the assigned function of a standing committee).

Committees form only part of the Board's informed decision-making process by acting as the lead information-gathering source for particular topic areas, and by bringing information to the Board for consideration and deliberation.

Limitations of Committees

The Board is ultimately responsible, and potentially liable, for all actions of committees that it creates. Therefore:

1. The Board cannot delegate away its trustee role, or allow a committee to take it over;
 2. Committees are advisory only in nature, therefore committees make recommendations to the Board, who as a whole make all final decisions;
 3. Each committee will act within a Terms of Reference that has been approved by Board;
 4. Committees are solely and directly accountable to the full Board;
 5. Committees are strategic, not operational. Therefore, committees will not instruct, advise, help in or share in any on-going responsibility delegated to the CEO, or other Administrative staff accountable to the CEO;
 6. A Board member participating on a committee cannot make a decision that binds the Board;
 7. Committees may not use the Board, Operations or other human or financial resources for their work, unless Board or the CEO (as relevant) approves such resources;
 8. Committees will review the annual work plan and ensure resourcing (human and financial) is planned, available and allocated from the Board and/or Operations;
 9. When committees are seeking resources for their planning and activities, they will ensure that they first make best use of existing intellectual and human resources available within TDC before seeking external resources; and
 10. The Board will ensure that it reviews the overall effectiveness and necessity of all committees at least once per year, as part of the annual strategic planning process.
- Dissolution of a committee may only be made by the Board as a whole.

Representation on Committees

Within 2 months of each new fiscal year, the Board will review and appoint representatives to all committees (standing and ad-hoc). Further review and appointments will be made on a timely basis if representatives change at a later point in the fiscal year.

When determining representation on a committee, the Board will consider the person's available time, interest/expertise, and the equitable distribution of workload between Board members, while striving to maintain consistency and stability in the committee.

To avoid any potential conflict of interest, if a Board member is also employed, or contracted by the TDC, that person may not sit on a committee or participate in a discussion or decision that is related to their area of work. The Board member may serve as a resource person to that committee but may not participate in debate or recommendations to the Board.

Once appointed to a committee, Board members will serve on that committee for the balance of the year unless otherwise determined by the Board.

Resignations with respect to extenuating circumstances will be considered by the Board.

Procedures for Establishing Committees

The Board will only consider establishing or altering committees after it has established strategic objectives and has created and approved the Annual Plan.

1. The Board will approve a Terms of Reference for each committee that defines:
 - a. Committee type (standing or ad-hoc);
 - b. Committee purpose;
 - c. Specific outcome/tasks that the committee should achieve/address;
 - d. Representation (2-3 members per committee);
 - e. The length of term for committee members;
 - f. What resources the committee can access, and the authority, to use;
 - g. Committee member roles and responsibilities;
 - h. Recording and reporting requirements;
 - i. Lines of accountability;
 - j. Meeting schedule and quorum for committees;
 - k. The Chair for committees; and
 - l. Rules of order.

The Board's *Code of Conduct Policy* will guide committee members while fulfilling their committee responsibilities.

The Board will establish committees only where there are both the financial and human resources available to support them.

Committee Planning and Reporting

Committees (standing or ad hoc) will prepare an annual work plan to be approved by the Board as a whole. See the manual appendices for the Committee Work Plan Template.

Committees (standing or ad hoc) will submit regular reporting as part of each regular meeting of the Board, including a copy of meeting minutes and activity summaries that demonstrate the progress from the approved work plan.

The committee Chair/or designate shall present committee reports.

Questions relative to the reporting of the committee are to be directed to the report presenter.

If a report contains insufficient information for the Board to make a decision, the matter shall be tabled until the next regular meeting of the Board. The Chair will approach the committee to seek additional information, or to resolve insufficient reporting issues.

Minutes for committee reports will indicate:

1. Report as presented, or
2. Report with edits.
3. In the absence of a report, the Board may still discuss items pertaining to a committee, and may seek additional information, as required.

Monitoring Board Performance

The Board is responsible for holding themselves accountable for the overall performance of their responsibilities and to evaluate their effectiveness.

The Board will review their performance¹⁰ by monitoring whether they have:

1. Adhered to Board Governance policies;
2. Reviewed and amended policies, as needed to ensure their effectiveness;
3. Developed and adhered to their Strategic Plan and Annual Plan; and
4. Appropriately monitored: the CEO; the Board as a whole; the Chair; and Board committees.

The only criteria to be used in monitoring these areas are the Board's written policies.

The only data to be used for monitoring will be data that shows whether Board policies are being met (e.g. Strategic Plan/Annual, Reporting, Meeting Minutes).

Monitoring data may come from three sources:

1. *Internal:* CEO report on Board compliance with approved Board policies; ~~COB~~
2. *External:* Neutral third parties who assess compliance (e.g. accountant); and
3. *Direct:* The Board, as a whole, may assess its compliance based on policy criteria. Board members may also assess their own compliance and contributions as a Board member.

The standard for compliance is “any reasonable interpretation” of the Board policy, within the limitations set in the policy.

All policies that provide instruction to the Board will be monitored according to the monitoring scheduled, which is included in Appendix D (rotating agenda items) of this manual.

Board members are responsible for immediately informing¹¹ the remainder of the Board when there has been a contravention to policy, or a risk is identified.

¹⁰ Normally, monitoring reviews will be reflected in the minutes. If not, monitoring reviews should be recorded in writing.

¹¹ If this is not done at a The Board meeting where it is recorded in the minutes, it must be recorded in an alternate written format.

Board Remuneration

1. The TDC Board is a volunteer Board.
2. At the beginning of each fiscal year the Treasurer will undertake planning that identifies the budget for the Board, for Board review/approval.
3. Director per diems for each meeting will not exceed \$300 for Board meetings. Per diem pay of \$30/hour will be paid for travel time under 4 hours to attend regular Board meetings, special Board meetings, and committee meetings, where per diem/honoraria and/or salary is not otherwise paid by another source. Travel time over 4 hours is the per diem rate of \$300.
4. All directors will be paid for travel reimbursement costs (meals, accommodation, and incidentals) for Board business, based upon the current Treasury rate.
5. Board members must report on any travel and per diem they receive for attending meetings related to Board business.
6. Before the Board makes an increase to allow for additional meetings or to increase Board remuneration:
 - a. The Treasurer must first confirm that there is the budget to support the increase; and
 - b. The increase must be approved through Shareholders ratification, see the *Meeting and Agenda Setting* policy.

Section II: Board Relationship to the Chief Executive Officer

The Board Relationship to the Chief Executive Officer

Preamble

The Chief Executive Officer (CEO) is the Board's only link to administrative achievement and conduct. All authority and accountability of administrative staff is therefore considered to be the authority and accountability of the CEO.

Limits of Board Authority

Only decisions made by the Board as a whole are binding on the CEO. Therefore:

1. Instructions of individual Board members or committees are not binding on the CEO except in rare situations when the Board has specifically authorized the exercise of such authority.
2. If Board members or committees request information or assistance of Operations without Board authorization, the CEO can refuse those requests that require (in the opinion of the CEO) a material degree of staff time or funds or are disruptive.

The Board will never give instructions to people who report directly or indirectly to the CEO.

The Board will not evaluate, either formally or informally, any staff other than the CEO.

Direction & Delegation to the CEO.

The Board delegates authority to the CEO by providing the CEO with an annually updated strategic plan, by approving the Annual Plan (derived from the Strategic Plan) and annual budget, and within other limits.

The CEO is authorized to decide, take all actions and develop all activities that are consistent with Board policies and the approved Annual Plan.

The Board will respect the CEO choices and decisions on an issue if the Board has not written a limit for that issue. Upon hiring a new CEO, or based upon regular organizational review processes, the Board may rescind areas of the CEO's authority by adding limitations.

Limitations of the CEO

As the senior manager, the Chief Executive Officer (CEO) is responsible for ensuring the effective functioning of management and administrative systems, and for realizing the outcomes identified in the approved Annual Plan. In performing these duties, the CEO will adhere to the following limitations:

Operations

The CEO will not fail to:

1. Develop and implement the Board approved Annual Plan, based upon the Strategic Plan, in a timely and efficient manner.
2. Adhere to the limits established within this Policy Manual.
3. Develop, implement and adhere to administrative policies and procedures that ensure operational and administrative efficiency, effectiveness and consistency, including but not limited to:
 - a. Human Resource Policy; and
 - b. Finance Policy; and
 - c. Other policies and procedures, as determined by the Board, that builds the TDC organizational capacity and total quality management (e.g. Due Diligence Report, Communications Strategy, Conflict of Interest, including gift giving policy consistent with the Boards policy).
4. Develop and regularly update business plans (including, but not limited to a management plan for each venture) for all current and all proposed business ventures. This includes developing at a minimum 3-year financial projections to test the viability of proposed ventures and advise both the Board of findings. If ventures are proposed by TG, the CEO will not fail to provide a written memo and findings to TG and the Board, keeping in mind that all ventures for the TDC must be profitable.
5. Utilize the Board approved *Due Diligence Report* in disclosing all venture opportunities, for approval by the Board.
6. Develop and implement a procedure that ensures openness and sharing of competitive opportunities.

7. Promote a fair, equal and efficient working relationship between Operations and Tsal'alhmec, and
8. Publish these policies and procedures and make them appropriately available to all TDC staff/contractors, Tsal'alhmec, and the TG.

Treatment of Staff

The CEO will not:

1. Operate without written policies that:
 - a. Ensure all employees have the necessary skills and qualifications.
 - b. Clarify personnel rules for all staff.
 - c. Clarify budgets, responsibilities, and lines of accountability.
 - d. Establishing and supporting the work of a Safety Committee (e.g. establishing/revising/implementing/adhering to TDC Operational Safety Policies), as needed based upon legislative requirements.
 - e. Provide for the effective handling of disputes.
 - f. Protect against wrongful conditions such as nepotism, harassment (including bullying), and preferential treatment of staff.
 - g. Protect a staff member for expressing an ethical dissent without penalty.
 - h. Allow staff from presenting a grievance to the Board when:
 - i. Internal issue resolution procedures have been exhausted, and
 - j. The employee alleges either that:
 - I. Board policy has been violated to their detriment, or
 - II. Board policy does not adequately protect their human rights.
 - k. Acquaint staff with their rights under this policy.

Treatment of Consultants and Contract Workers:

The CEO shall not:

1. Make requests (e.g. verbally, on application forms, etc.) for information where there is no clear necessity.
2. Promise or imply permanent or guaranteed contracting, outside of the administrative contracting processes.

3. Use methods of collecting, reviewing, transmitting, or storing contractor information that fail to protect the information against improper access.
4. Utilize facilities that fail to provide a reasonable level of privacy, both visual and oral, for the contract worker, where deemed necessary.
5. Fail to ensure that consultants or contractors are not in conflict of interest at the outset of the contract and reviewed regularly throughout the life of the contract.
6. Fail to establish with the consultant or contractor requirements for confidentiality.
7. Fail to establish gift giving protocols, consistent with Board Governance Policies.
8. Fail to ensure that all TDC intellectual property is protected.
9. Fail to establish with the consultant or contract worker a clear understanding of what is expected, and what is not expected for the relevant program/service.
10. Fail to inform the consultant or contract worker of this policy, or to provide a grievance process to those who feel they have not been treated fairly within a reasonable interpretation of their rights under this policy.

Fiscal Planning

The CEO will not act in a manner inconsistent with the financial requirements outlined in the TDC Financial Policy and will not depart significantly from the Board approved Annual Plan or jeopardize the fiscal standards of the Board.

Therefore, the CEO will not:

1. Permit accounting and reporting systems to operate outside of generally accepted accounting principles (GAAP).
2. Plan or expend more operating funds than are conservatively projected to be received in any given fiscal year (e.g. will not operate in a deficit position).
3. Produce a budget which contains too little information to allow:
 - a. A reasonably accurate projection of revenues and expenses.
 - b. A reliable cash flow projection.
 - c. Subsequent audit trails.
 - d. Planning assumptions.
4. Reduce current liquid assets below a level that can meet the current liabilities of the TDC.

Financial Conditions and Activities

The CEO will ensure that the TDC is financially sound. Therefore, the CEO will not allow financial risk to develop, nor jeopardize the ability to allocate funds with integrity.

Therefore, the CEO will not:

1. Fail to provide timely monthly, quarterly and annual financial reporting to Board, in the format determined by the Board.
2. Fail to immediately report to the Board and provide recommendations to mitigate risk, when an individual Board member(s), or the Board as a whole, is presented with a potential liability.
3. Commit nor expend more funds than have been provided for in the approved annual budget.
4. Indebt the TDC beyond any levels provided for in the annually approved budgets (annual and long-term).
5. Use any long-term reserves without authorization through the duly approved budget.
6. Conduct inter-fund transfers to a greater amount than can be restored by uncommitted revenues within thirty (30) days.
7. Fail to settle payrolls and debts quickly and according to supplier terms.
8. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
9. Make a single purchase or financial commitment of greater than \$25,000 outside of the approved annual plan, without the Board's approval.
10. Acquire, encumber, or dispose of real property, without the Board's approval.
11. Fail to aggressively pursue receivables after a reasonable grace period.

Asset Protection

The assets of the TDC must be properly cared for, including property, equipment, intellectual property, and computerized data. The CEO will not allow TDC assets to be unprotected, inadequately maintained, or unnecessarily risked.

Therefore, the CEO will not:

1. Fail to insure against theft and casualty losses to at least 80% of replacement value (based upon GAAP depreciated value rates).
2. Fail to insure against liability losses to Board members, staff, and the TDC in amounts no less than the average for comparable operations.
3. Allow the purchase and licensing of computerized equipment, software, or data or other intellectual property, utilized by the TDC to be held or owned outside of the TDC, unless there is expressed written permission by the Board.
4. Allow non-bonded personnel to access TDC funds.
5. Allow infrastructure and equipment to inadequate maintenance and improper wear and tear.
6. Unnecessarily expose the TDC, Board, or staff to claims of liability.
7. Make any purchase:
 - a. Where normal, careful protection has not been given against conflict of interest.
 - b. Of more than \$10,000 without a strict method of ensuring a balance between cost and long-term quality.
 - c. Of more than \$25,000 without having obtained comparative prices and quality through a Request for Proposal (RFP). (Invitation to quote)
8. Receive, process, or spend funds under controls that are insufficient to meet the TDC auditor's standards.
9. Invest or hold operating capital in unsecured instruments, including:
 - a. Uninsured chequing accounts and bonds of less than AA rating.
 - b. Non-interest bearing accounts.
10. Endanger the public image or credibility of the TDC, particularly in ways that would hinder accomplishment of its strategic goals.

Compensation and Benefits

With respect to employment, compensation, and benefits for employees, consultants, contract workers and volunteers, the CEO will not:

1. Change his/her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment, outside of the TDC employment/contracting processes.

3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create compensation obligations over a longer term than revenues can be safely projected.
5. Establish or change pension benefits to cause unpredictable or inequitable situations, including those that:
 - a. Incur unfunded liabilities;
 - b. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity;
 - c. Allow any employee to lose benefits already accrued from any foregoing plan; or
 - d. Treat the CEO differently from other key employees.

Communication and Support to Board:

The CEO will inform and support the Board in its work. Therefore, the CEO will not:

1. Neglect to submit monthly, quarterly, and annual monitoring data required by the Board (see policy on *Monitoring the CEO*) in a timely, accurate manner and in a format determined by the Board, directly addressing provisions of Board policies being monitored.
2. Allow the Board to be unaware of relevant trends, anticipated adverse media coverage, significant external and internal changes (transfers, acquisitions, etc.), particularly changes in the assumptions upon which any Board policy has previously been established.
3. Fail to advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the CEO.
4. Fail to collect for the Board as many staff and external points of view, issues, and options as needed for fully informed Board decisions.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate between monitoring information and decision preparation.
6. Fail to establish and maintain an effective communication process for the Board and/or committees effective communications with the CEO.
7. Fail to establish and maintain an effective action item tracking process for CEO directives determined by the Board, and report monthly on completion of items.
 - a. Fail to establish and maintain an effective action item tracking process for the Board and/or committees' effective communications with the CEO.

- b. Fail to deal with the Board as a whole except when:
 - I. Fulfilling full Board authorized individual requests for information; or
 - II. Responding to a Board member, or a committee member when authorized by the full Board to deal with the CEO.
- a. Fail to report in a timely manner an actual or anticipated non-conformance with any Board or Operations policy or procedure.
- b. Fail to supply all items delegated to the CEO yet required by law or contract to be Board approved, along with the monitoring assurance related to the issue.
- c. Fail to attend and participate in community meetings, and Board meetings, as requested by Board.

Focus of Funding and Contracts

The CEO will not enter into any funding or contract arrangements that fail to fit with the Annual Plan, and/or fail to prevent the CEO from acting within the limitations set by Board.

In addition, the CEO will not:

1. Fail to research and apply for funding with strategic funding partners who can contribute funds and allow the TDC to maximize benefits. These partners include, but are not limited to: AANDC/ Aboriginal Business Entrepreneurship Development, Aboriginal Financing Institutions, and Provincial and Federal Government Programs;
2. Fail to prohibit particular methods and activities that would lead to funds being used in ways that are inconsistent with the funding terms, or are careless, unlawful or unethical;
3. Fail to assess and consider whether those staff or contractors associated with the funding or contract are capable to produce appropriate, targeted and efficient results;
4. Fail to establish and adhere to a annual contract schedule that ensures all contracts that are planned to be renewed, are reviewed, updated, and renewed no less than three months prior to the contract expiry date;
5. Fail to ensure all contracts TDC undertakes includes accounting/bookkeeping costs, and an administrative fee of 10-15%, whenever possible; and
6. Award funded positions or contracts over \$10,000.00 without having obtained comparative prices and quality.

Monitoring CEO Performance

The Board will only assess the CEO's performance by monitoring whether the CEO has achieved the outcomes identified in the Board approved Annual Plan; and stayed within the limitations set by Board.

The only criteria to be used in monitoring these two areas are, respectively:

1. The CEO's Job Description and Contract;
2. The Board approved Annual Plan; and
3. The Limitations of the CEO policies.

The only data to be used for monitoring will be data that reflects whether or not the roles and responsibilities, and criteria listed above are being met.

Monitoring data can come from three sources:

1. *Direct*: Board conducting performance reviews of the CEO, based on criteria derived from Board's policies; and/or Board reviewing its own interactions with, and direction to, the CEO.
2. *Internal*: Board interviews or impartial surveys with staff on operational activities and the CEO's conformance with approved Board policies, and/or CEO reports to Board; and
3. *External*: Board interviews or impartial surveys with community groups and those that TDC conducts business with.

The standard for conformance is "any reasonable interpretation" of Board policy, within the limitations set in the policy. The CEO will immediately inform the Board, through a written notice, when they have contravened one of the limitations that Board has set.

1. The CEO, by reporting to the Board, guarantees that no contravention is intentionally kept from the Board.
2. The CEO will also report contraventions to the Board as part of their normal reporting. See Appendix H for the CEO Performance and Monitoring Schedule.

Section III: Board Relationship to the Shareholder and Tsal'alhmec

Preamble

The Board has a direct reporting relationship and accountability to the Shareholder and indirect accountability to Tsal'alhmec. The Board believes that decisions are improved when leadership meaningfully engages and collaboratively plans with their Shareholder and Tsal'alhmec. The Board also believes that the Shareholder and Tsal'alhmec have a right to be involved in a timely, meaningful, and appropriate manner as a part of a clear, transparent and responsive process. The primary engagement mechanism is regular Board meetings with the Shareholder and Tsal'alhmec.

Community Meetings

A minimum of three Community Meetings will be held in each calendar year to facilitate quarterly reporting and may be completed in conjunction with regularly scheduled TG Community Meetings.

The TG Shareholder will be invited to all Community Meetings.

1. The purpose of Community Meetings is to:
 - a. Share the Strategic Plan and Annual Plan;
 - b. Provide regular progress reports on Board and TDC Operations activities;
 - c. Provide Board and TDC Operations Policies, and Board approved agenda and minutes, for Shareholder/Tsal'alhmec review;
 - d. Collect feedback on decisions and progress reports that inform the remainder of the year's plan and subsequent years' plans; and
 - e. Allow the Shareholder/Tsal'alhmec to ask questions, enquire and/or voice concerns related to the TDC through a respectful and safe dialogue.

2. Annual General Meetings will no longer be held. The TG Shareholder/Tsal'alhmec will be updated quarterly by the TDC Chair at the TG monthly community meetings and by monthly, quarterly and annual written reports. Copies of TDC Board approved policies will be available in the TG Office, the TDC Main Office and on the TDC website.

3. The purpose of Special Meetings is to (in extenuating circumstances):

- a. Provide reporting on urgent/emergency issues that cannot be accommodated through the quarterly/annual meeting agenda; or
- b. Gather immediate feedback from the Shareholder/Tsal'almec for substantive decisions, as determined by the Shareholder.

Community Meeting Notice

The Shareholder and Tsal'almec will be notified about Community Meetings and Annual General Meetings.

1. With an agenda and supporting materials that provides fully disclosed, unbiased information in summarized, layman's terms; and
2. No less than two weeks in advance of the meeting, utilizing methods identified in the Communications Strategy, which are based upon regularly updated Tsal'almec communication preferences.
3. The Shareholder/Tsal'almec will be notified about Special Meetings:
 - a. With an agenda and supporting materials that provides fully disclosed, unbiased information in summarized, layman's terms; and
 - b. As soon as humanly possible using the methods identified in the Communication Strategy and:
 - c. Notice on community information boards, and
 - d. When needed at the discretion of the Board, by phone, handheld radio, and door-to-door.

Agenda Development

The Board Chair is responsible for setting the agendas for Community Meetings, with the support of the CEO.

The Shareholder may propose items for the agenda that are consistent with the stated purposes of Community and Special Meetings. Personal issues or matters that are or may be referred to issue resolution, will not be accepted.

If the Shareholder wishes to propose a meeting agenda item, they may do so directly in writing or by telephone with the CEO.

1. Submissions must be received no less than one week prior to the meeting date, and members will be notified no less than three business days prior to the meeting date regarding whether the item will be placed on the agenda.
1. The Board has the right to waive the notice requirements for urgent issues.
2. If there are approved additions to the agenda, the updated agenda (with revision date) will be redistributed no less than two days prior to the meeting date via the TDC website and community information boards.

Agenda items that cannot be added to the draft agenda due to meeting time constraints, are not submitted within the timelines outlined above, or that require additional Board due diligence will be considered for a subsequent meeting. The Shareholder will be notified in writing when the item will be rescheduled to, and the rationale for rescheduling.

Meeting Conduct

Each meeting will begin with a review of the Board Vision. The Tsal'alhmec Meeting Code of Conduct will follow the TG Meeting Code of Conduct, which states that participants attending a community meeting will:

1. Adhere to the agenda, addressing comments to the meeting Chair;
2. Uphold traditional Tsal'alh values by contributing to positive, constructive discussions through affirmative language, problem solving, and respecting those speaking (by listening carefully and not interrupting); and
3. Respect the decisions of the Chair or designate who may ask individuals to leave if they are perceived to be under the influence of alcohol or drugs, or if any kinds of bullying/intimidation, harassment or abusive language is used by an individual against another Tsal'alhmec, staff member, or member of the Board.

The scheduled meeting times will not be exceeded unless there are just reasons for doing so and those present generally agree.

1. The first spaces on the agenda will be allotted to any "visitors" so that they can be excused from the rest of the meeting after their agenda item is completed.

2. Alternately, visitors will be scheduled as a timed item and will attend only during their allotted time.
3. Issues of higher importance will be addressed early in the agenda to ensure the issues are given adequate time.

Chairperson

The Chairperson at all Tsal'alh Community Meetings is the Board Chair. The job of the meeting chair is to assure the integrity of the meeting and how it is conducted. This means ensuring that all speakers follow and maintain the meeting agenda, rules of order, and any policies relevant to Community Meetings.

While the chair may participate in discussions, the role of the Chair is first and foremost to provide only a basic introduction to an agenda item, and then facilitate the full discussion on that item.

1. The Chair may delegate the role, but remains accountable for the role and conduct of the Chair.
2. The Chair will ensure a minute taker is established to record discussion, action items and recommendations, Shareholder and Tsal'alhmec voting on substantive issues, or motions as determined by the Shareholder.
3. The Chair will ensure that the minutes are circulated to the Board as a whole and made available to the Shareholder/Tsal'alhmec in a timely manner.

Rules of Order

In addition to the Tsal'alhmec Meeting Code of Conduct, the procedures used at Community Meetings shall be in accordance with St'át'imc traditional leadership practices, and Modern Rules of Order, and shall promote the full, open, and orderly discussion of matters brought before the Shareholder/Tsal'alhmec.

To aid in fulfilling their responsibilities, the Chair has the authority and ability to:

1. Rule when someone is out of order or out of turn;
2. Apply a process that allots a time limit on how long people talk in order to allow more opportunities for others to speak;

3. End the discussion in a respectful manner if tempers arise, repetition occurs, the agenda is strayed away from, or an individual continues on at too much length;
4. Ask an individual to be excused from the meeting if that person breaches the Tsal'almec Meeting Code of Conduct or prevents the Chair from fulfilling their meeting responsibilities.
5. Adjourn the meeting early in the interest of maintaining a safe and respectful environment that the Shareholder/Tsal'almec will feel comfortable returning to later.

Incorporation of Community Input

Except for votes related to ratification of substantive issues, Tsal'almec typically will not vote at community and special meetings. The focus of these meetings is to allow the Shareholder/Tsal'almec to provide input to the Board. Once the Board has had the opportunity to evaluate this input and complete their due diligence, the Board will make every reasonable effort to incorporate Shareholder/Tsal'almec input and feedback where doing so will not contravene TDC policies or the annual plan priorities, or unduly stress human and financial resources.

Additional Communications with the Community

Outside of the reporting requirements of the Board, and in addition to information available at the AGM for the Shareholder/Tsal'almec, the Board will:

1. Publish only non-confidential material; and
2. Will utilize the TDC electronic communication methods to supplement, but not replace the AGM and Community Meeting quarterly/annual reporting requirements.
3. The frequency and format of information to be distributed will balance efficiency, effectiveness, and cost.

Section IV: Board Strategic Planning and Reporting

Strategic Planning

Purpose

The purpose of this policy is to outline the processes for undertaking effective and comprehensive strategic planning that improves leadership, decision-making and opportunity identification, while also protecting the strength of the evolving TDC organization.

Principles

1. The Board's strategic plan will be a rolling 5-year plan that will be renewed annually through the collaborative efforts of the Board, with the support of the CEO;
2. The planning process will be initiated by the Board, informed by the CEO, then completed and approved by the Board;
3. Input from the Shareholder/Tsal'alhmec and strategic partners on key strategic issues will be solicited throughout the year;
4. Annual strategic planning establishes or renews the Board's values, goals, objectives, key performance measures, tasks/activities, responsibility centers, and resourcing requirements;
5. When the Strategic Plan/Annual Plan is completed and approved it will be communicated to all Tsal'alhmec, staff, and community groups, as determined by the Board.

Accountability & Reporting

Preamble

Organizational reporting plays an essential role in the effective functioning of an organization, makes an important contribution to building community capacity, and understanding of effective organizational development now, and into the future.

The effectiveness of an organization's reporting is an indicator of how well managed the organization is¹². Therefore, this policy outlines an integrated¹³, systematic reporting format that focuses on quality of information, supports the use of best practices, and creates a clear blueprint for the future of reporting systems with a particular focus on the structural, institutional, and behavioral issues that are critical to the effective long-term development of the TDC.

Policy

The Board is directly accountable to the Shareholder and indirectly accountable to Tsal'alhmec.

1. The Board will report to the Shareholder/Tsal'alhmec through regular Community Meetings and an Annual General Meeting (AGM)¹⁴.
2. The Board is responsible for approving reporting (quarterly and annually) and ensuring that all reporting is completed and provided to the Shareholder/Tsal'alhmec in a timely manner, using clear and understandable language and formats.
3. The written Annual Report will include:
 - a. Message from the Chair, including accountability statement attesting to the quality and approval of the report and report format;
 - b. Board Vision, Mission, prior year annual goals, objectives, and accomplishments (direct and indirect);
 - c. Audited Financial Statements, and
 - d. Coming year goals.

¹² Source: Chartered Institute of Management Accountants (<http://www.cimaglobal.com/Thought-leadership/Research-topics/Financial-reporting/Corporate-reporting-is-no-longer-working/>).

¹³ Integration of the annual plan that ensures leadership and management remain focused on annual goals, objectives and performance measures, and integrates any reporting requirements that Board deem necessary to: (a) ensure compliance with existing/new by-laws, policy, and legislation; and (b) to the greatest degree possible realize Shareholder/Tsal'alhmec needs, interests and expectations.

¹⁴ The TDC incorporation date was Dec 20, 2005, therefore the AGM should be planned for Dec 20th annually.



The Secretary will ensure hardcopies of the Annual Report are made available for viewing at Tsal'ah Community Meetings and at the TDC Head Office and is shared according to the TDC Communications Strategy.

Appendices

Appendix A: Definitions

- **“CEO”** means Chief Executive Officer, the individual responsible for the TDC Operations.
- **“Chair”** means the Chair of the TDC Board.
- **“Committee”** means a committee of the Board, as approved by the Board.
- **“Contractor”** means any person or company providing goods or services to the TDC that is not an employee.
- **“The Board”** means the Board of TDC.
- **“Board member”** means a member of the Board and includes the Chair.
- **“TG”** means Tsal'alh Government or Seton Lake Indian Band.
- **“Tsal'alhmec”** means a Tsal'alh or Seton Lake Indian Band member, who lives on or off reserve;
- **“Tsal'alh”** means the community of Seton Lake Indian Band, and the land associated with the Seton Lake Indian Band.

Appendix B: Oath of Office

Tsal'Alh Development Corporation Board

OATH OF OFFICE

I, _____, as a duly elected member of TDC Board declare that I have read, understood, and agree to comply with the *TDC Governance Policy Manual*, and that in carrying out my duties as a member of Tsal'Alh Board, I will:

1. Exercise the powers of my office and fulfil my responsibilities conscientiously, honestly, in good faith and in the best interests of Tsal'Alh, including post-term¹⁵;
2. Exercise these responsibilities at all times, with due diligence, care, and skill in a reasonable and prudent manner;
3. Respect and support the TDC's by-laws, policies and decisions of the Board, and Shareholder;
4. Adhere to the Code of Conduct, avoid conflict of interest, and keep confidential all TDC information;
5. Demonstrate due diligence in preparing for and at Board meetings; and
6. Respect the decisions of the Board and/or Shareholder if I do not uphold and fulfil my responsibilities or if I fail to remain qualified as a Director¹⁶.

Signature: _____

Date: _____

Witness: _____

Date: _____

¹⁵ No former member of Board shall act in a manner, give advice, or take improper advantage of his/her previous public office, including through employment, formal (contracting) or informal advice for a period of no less than five years, post term.

¹⁶ This includes being found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs through a new or an undischarged bankruptcy; or convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated business, or of an offence involving fraud.

Appendix C: Agenda and Meeting Minutes Format

Tsal'alh Development Corporation

Board Meeting Notes

[insert date]

TDC Head Office

Type of Meeting: Regular

Attendees:

TDC Board of Directors:	TDC Staff:	Other Attendees:
Regrets:		

Responsibility

AGENDA ITEMS/PURPOSE:	
Opening prayer and meeting convened at [insert time]	
Agenda Review/Approval	
Approval of Meeting Notes from Prior Meeting	
Rotating Agenda Items, as needed	
Committee Reporting	
Business Arising (old agenda items)	
In Camera	
New Business (new agenda items)	
Ending Items (e.g. summary of action items, next meeting dates)	
Meeting adjourned at [insert time]	

Appendix D: Rotating Agenda Items

Rotating Agenda Items:

Month	Items
Dec	<ul style="list-style-type: none"> • Annual CEO Performance Evaluation/Policy Review • Prepare Annual Report and audit • Development of Annual Plan and Budgets • Annual Registry Filings
Mar	<ul style="list-style-type: none"> • Annual reporting¹⁷
June	<ul style="list-style-type: none"> • Quarterly reporting
Sept	<ul style="list-style-type: none"> • Quarterly reporting • Strategic planning
Oct	<ul style="list-style-type: none"> • Annual General Meeting

*Any funding or financing agreements will be added to the rotating schedule, based upon the specific dates for reporting of each respective agreement.

¹⁷ Including but not limited to: Committee reports

Appendix E: Issue Resolution Goals, Application, Process, Time Limits, Precedence and Tools

Goals

1. The first goal is to actively prevent issues from arising through:
 - a. Proper development, consistent use of, and regular monitoring of policy;
 - b. Clear documentation and communication of expectations (e.g. strategic objectives) and limitations; and
 - c. Actively incorporating Tsal'alh values into all aspects of TDC governance and operations.
2. Where issues do arise, the goal is to first utilize a restorative-based approach (e.g. one that strives to establish, maintain and repair relationships through acknowledgement of shared accountability), as opposed to engaging in processes that use the power or rights of one group against another. The purpose of taking a restorative-based approach is to:
 - a. Treat parties in a fair and respectful manner;
 - a. Lead to better quality decisions (creative and durable with a high percentage of conformance);
 - b. Have greater satisfaction between parties (participants are active in shaping the solution vs. being a bystander that has lost control of the process);
 - c. Preserve long-term relationships (win-win vs. win-lose solutions are sought) and restore unity;
 - d. Understand how similar dispute can be avoided in the future; and
 - e. Reduce costs (monetary and time costs of litigation can be high).
3. Where restorative-based approaches do not yield resolution, a rights-based approach may be used, which may involve seeking legal counsel to determine each party's rights.

Process Steps

Issue Support

1. At any point during the process, either party may solicit the support of an administrative staff person or member of Board that is not in a conflict of interest.
2. The role of the support person will depend on the needs of the party, and may include:
 - a. Providing emotional support;
 - b. Speaking on behalf of the party; and/or
 - c. Helping the appellant understand and navigate the process.
3. At all times the approved support person(s) must adhere to the Code of Conduct applicable to their position, and may not:
 - a. Negotiate on the appellant's behalf, or
 - b. Speak on behalf of the Board or Operations.

Issue Resolution Step 1: Direct Discussion

Appellant

4. Raise the matter directly with the person involved. Where possible, address the issue in writing:
 - a. Detail the concern;
 - b. Define how you wish to be contacted.
5. If all parties agree to discuss the concern, see Item E ?? below for guidelines to facilitate your discussions.
6. Document any discussions that take place, including the response that is given.
7. If you are not satisfied with the response received, follow Step 2 below to have the issue investigated.
8. If there is a legitimate reason why you cannot directly raise the matter with the person involved (e.g. alleged harassment, fear of reprisal), move directly to the Issue Investigation stage.

Issue Resolution Step 2: Issue Investigation

9. Requests for Issue Investigation must be made in writing.
10. You must submit a request for Issue Investigation on your own behalf. Requests by family members or other third parties will not be considered.

11. Who to submit your request to:

For concerns about the:	Submit Request for Issue Investigation to:
CEO	Chair
Chair	Remainder of The Board
An individual Board Member	Remainder of The Board

12. There is no time limit for submitting a request for Issue Resolution, but 1 month is a suggested guideline¹⁸.
13. Within 3 business days of receiving the request, the Issue Investigator will acknowledge receipt of the request in writing, along with an outline of how the investigation will proceed.
- a. The request will be shared with all persons named.
14. The Issue Investigator will review relevant documentation.
15. The Issue Investigator may request a meeting (in-person or via phone) with you to discuss the issue.
- a. The meeting will be held within 5 business days of you receiving confirmation that your request was received.
 - b. The restoration-based framework in Item F below will guide the discussions.
 - c. The Issue Investigator may include other people in the discussions, as relevant and as confidentiality allows.
16. The Issue Investigator will communicate when his/her findings can be expected, and the findings will be provided no later than 10 business days after receiving confirmation that your request was received.
- a. The decision will be provided made in writing to you using the most efficient means possible.

¹⁸ There is recognition that Issue Resolution Step 1 may take some time, and all efforts should be made to try to resolve issues at that stage. However, for an issue to be fairly addressed in one of the appeal stages, the issue should not have a lengthy history.

- b. A copy of the decision will be provided to all parties relevant to the decision.
17. If you are satisfied with the findings of the Issue Investigation, the issue will be considered resolved and closed.

Issue Resolution Step 3: Appeal

1. If you are not satisfied with the findings from the Issue Investigation, you may submit a request for appeal within 10 business days of receiving the Issue Investigator's findings.
2. Who to submit your appeal to:

For concerns about the:	Submit Appeal to:
CEO	Board
Chair	Remainder of The Board as a whole
An individual Board Member	Remainder of The Board as a whole

3. Appeals will follow the same process and timelines as Issue Investigation, except a meeting of the parties is mandatory, and the Appeal Authority's written decision will be provided to you within 15 business days of the meeting.
 - a. The decision will be made in writing to you using the most efficient means possible.
 - b. A copy of the decision will be provided to all parties relevant to the decision.
4. The decision of the Appeal Authority is final and binding on you unless you choose to pursue legal avenues for further resolution.

Time Limits

1. Time limits for investigating and dealing with grievances have been set to ensure that all parties are treated fairly and with respect. Time frames will be strictly adhered to unless:
 - a. They are extended with the agreement of all parties involved; or
 - b. Time is of the essence (e.g. emergency situations, contracts or employment could be affected). In this case the parties will be respectful of revising timelines accordingly to make all efforts to resolve the issue within the time allotted.

2. Summary of time limits

	File Request Within	Acknowledge Receipt of Request Within:	Meeting Held Within:	Findings Rendered Within:	Issue Elevated to Next Level Within:
Issue Investigation	No limit, but 1 month is the suggested guideline	3 business days	5 business days after the receipt has been sent, if a meeting is called	10 business days after receipt of appeal is received	10 business days of findings being received
Appeal	10 business days after receiving Issue Investigation decision		5 business days after the receipt has been sent	15 business days after the (first) meeting is held	N/A

Precedence

1. When an Issue Investigator receives a request that is very similar to a previous request for which a decision has been rendered, the Issue Investigator has authority to implement the same decision for the new, similar request without first going through the above process.
2. Any issues dealt with in this way will immediately be made known to all positions/bodies relevant to the decision and will include a rationale for the decision.
3. A person retains the right to appeal a decision of precedence. The Appeal Authority relevant to the issue will hear appeals of precedence.
4. An Issue Investigator has the authority to make a decision of precedence but is not obligated to do so. When considering whether to make a decision of precedence, the Issue Investigator will consider whether precedence is still relevant. Precedence may be irrelevant for reasons including, but not limited to:
 - a. Changes in policy;

- b. Changes in internal or external conditions (e.g. financial, social, cultural, environmental, regulatory);
- c. Errors made during past decisions; and
- d. Repeated or systemic behavior of an individual.

Restorative-Based Issue Resolution Tools and Meeting Guidelines

The tools¹⁹ available in the restorative-based issue resolution process include:

1. Restorative enquiry – active, non-judgmental listening;
2. Restorative discussion – expressing and listening for feelings and needs, and understanding why each party has acted the way they have;
3. Impartial mediation - where both parties believe the other is the cause of the issue, helping both sides consider the problem as a shared one that needs a joint solution;
4. Restorative conference - where one party acknowledges they have caused harm to another person, and both sides agree to see how the matter can be set right to the greatest degree possible.

Any of these tools may be used, as appropriate, in the meetings held prior to or during the Issue Investigation and/or Appeal stages.

Issue Identification and Scoping

Initial Meeting of the Relevant Parties

1. Gather the Issue Investigator or Appeal Authority, the parties to the dispute²⁰, and supports (e.g. family spokespersons).
2. As needed and appropriate, utilize technical assistance (e.g. operational staff, neutral facilitator/mediator).

¹⁹ <http://www.transformingconflict.org/content/restorative-approaches-0>

²⁰ Where possible, both parties to the dispute will be present. However, there may be instances where separate meetings are held with each party to the dispute (e.g. to maintain the appellant's sense of safety).

3. Conduct meeting(s) with all relevant parties to allow the parties in dispute to:
 - a. Summarize their understanding of the facts related to the issue; and
 - b. Identify their respective needs.
4. An attempt will be made to gain a common understanding of the facts of the issue and each party's needs (e.g. comparing and analyzing the information for areas of similarity and difference).
5. If there is not a common understanding of the facts, work will be done to address informational and interpretation issues. This may include engaging an independent person to interpret the information.
6. If there is a common understanding, move to the next step.

Redefine, Negotiate, Agreement and Ratification

Areas of Agreement

1. For those areas where the parties' needs are similar, a list of possible methods to implement the needs will be mutually developed by the appropriate people from each party. The Issue Investigator or Appeal Authority may offer additional methods of implementation.
2. The parties to the dispute will be encouraged to choose the methods that they wish to see implemented. These methods will be scheduled for implementation.
3. The parties will then assess whether, given the implementation of the areas of agreement, any areas of difference are still relevant and still require resolution. If not, both parties will sign a letter of agreement and the issue will be considered resolved.
4. If further resolution is still required, move to the next step.

Areas of Difference

1. Each party will have the opportunity to comment on the other's needs (comments may include questions for further clarification, perceptions about the needs, how the needs might be addressed, feasibility of ways to address the needs, feasibility of methods of implementation, etc.).
2. Each party will have the opportunity to amend their needs based on the input heard.
 - a. If amendment leads to agreement about the interest it will be processed through the methods outlined in Item 2 above.

- a. If no amendment is made and the issue still exists, the Issue Investigator or Appeal Authority will decide on the methods of resolution. If one of the parties to the dispute does not accept the decision of the appeal body, the issue moves to the next level of appeal. If the issue still exists after the Appeal, the issue is considered closed unless legal recourse is pursued.

Re-affirmation

1. Post-Process Connection

- a. One month after the resolution process has been completed, the Issue Investigator or Appeal Authority will check-in with the parties to assess whether the implemented methods of resolution are effectively addressing their intended goals. This final step is equally about monitoring implementation as it is about ensuring relationships and unity has been restored.

Appendix F: Committee Work Plan Template

(Insert name of committee)

WORK PLAN FOR (insert year)

1. Draft: [DATE]		3. Board Review Date: [DATE]	
2. Approved by Committee: [DATE]		4. Approved by Board: [DATE]	
Purpose/ Mandate (as approved by Board):	Record verbatim the committee's purpose, and insert date approved by Board.		
Terms of Reference [Key duties]:	Record verbatim the key tasks, and anticipated outcomes of the committee that support the achievement of the committee's purpose.		
Tasks, Outcomes and Success Measures:	Task/Activities:	Outcomes/Success measures	Due date:
	Briefly describe specific tasks related to the committee Terms of Reference to be undertaken during the year and the deliverables expected upon completion of the tasks.	For each task, identify its outcomes and related success measures.	Include dates for deliverables.
Committee Members	List current committee membership, indicating Chair, and members by alphabetical order. ▪		

Committee Chair	Indicate the name of the Chair for the reporting year
Staff/Technical Support	Indicate additional approved staff/technical support to the committee
Collaboration:	Indicate with which The Board committees or other groups the committee will consult and/or collaborate with over the next year (e.g. joint meetings, contacts between committees, consulting on proposals, etc.).

Appendix H: CEO Performance and Monitoring Schedule

The following schedule will be followed in reviewing the performance of the CEO:

Board Governance		
Policy	Method	Frequency
Annual Plan/Strategic Plan (meeting of objectives, targets and budgets)	Internal and Direct	Monthly, Quarterly and Annually
Board's Limitations on the CEO (all)	Internal, Direct, External	Annually, except Financial limitations which are monitored Quarterly
Accountability of the CEO (responsibility to Board as a whole, and reporting to Board as a whole)	Internal and Direct	Annually

The Board will utilize its regular review of material from the Admin. and Finance Committee, the TDC Finance department/bookkeeper or accountant, and auditors to assess fiscal planning and the overall financial condition of the organization.

Further, Board will monitor its relationship with the CEO according to the following schedule:

Board Governance		
Policy	Method	Frequency
CEO Authority	Direct	Annually
Direction to the CEO	Direct	Annually
Accountability of the CEO	Direct	Annually
Delegation to the CEO	Direct	Annually
Monitoring CEO Performance	Direct	Annually