



U04

Williams Lake Indian Band

Governance Manual

Updates to Governance Manual in Progress

Approval: Chief Administrative Officer	Date: Apr 30, 2018
Release: Senior Member Services Manager	Date: Apr 30, 2018

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Introduction

Governance is the process and structure by which Councillors direct and manage Council business. The objective of Council governance is to enhance the well-being of community members and to protect their assets (land, buildings, equipment and money). This includes making sure Council programs and services are accessible and viable.

The key words in the above governance definition are the words "structure" and "process". The business of every organization must be directed and managed. This is achieved:

- within a set of rules which create a structure and;
- through a process which involves the parties who have the power to direct and manage the business.

In a First Nation community:

- The Council directs First Nation business and;
- The Band Administrator manages it.

Structure

The legal and administrative setting that Council works within creates a structure. The structure includes a constitution or by-laws, resolutions, policies and procedures approved by Council and other laws of general application (i.e. human rights laws, labour standards). An organizational chart explains the organization's structure and its division of authority.

Process

Process refers to how Council and the Band Administrator make decisions and how they are held accountable.

Objective

Council's obligation is to set direction and ensure that business is conducted in a responsible manner. Council meets this obligation by considering the values and needs of the community and by setting a direction that ensures the financial viability of Council business while enhancing and protecting community assets.

Council Roles and Responsibilities

Community members elect Chief and Council to govern the land and property of the First Nation for them. Councillors, including the Chief, assume responsibility for program and service delivery, financial management, policy development and planning and control systems.

As the elected representatives of community members, Chief & Council are the authorized First Nation government. Therefore they have roles and responsibilities beyond those of an ordinary member. Chief & Council have a fiduciary responsibility to act in the best interests of the First Nation, and always to use First Nation resources equitably for the members' benefit. Failure to do so can result in personal liability being assessed against an individual councillor or the whole Council.

Chief & Council responsibilities fall into 3 categories:

1. Political
 - a. To represent their members' interests, to be advocates, and to have an open personal and professional working relationship with them
2. Functional
 - a. Setting strategic direction
 - b. Hiring and supervising the Band Administrator
 - c. Protecting and enhancing community assets
 - d. Policies
 - e. Overseeing Financial Matters
 - i. Identifying revenue sources
 - ii. Annual financial planning
 - iii. Borrowing money
 - f. Meetings, minutes and decisions
3. Legal
 - a. By-laws
 - b. Fulfilling Fiduciary and Legal Responsibilities
 - i. Fiduciary Duty – Requires that Chief & Council act honestly and in good faith with a view to the best interests of the membership in exercising their powers and discharging their duties. To avoid putting yourself in a position where your duty to act in the best interests of the organization conflicts with their self-interest.
 - ii. Duties of Care, Diligence & Skill – Chief & Council must exercise the care, diligence and skill that a reasonably sensible person would exercise in similar circumstances. Chief & Council cannot contract out, or delegate away their responsibilities.
 - iii. Business Judgement – Chief & Council are presumed to have acted properly in making a business decision if they acted on an informed basis, in good faith, in honest belief that the action taken was in the best interests of the First Nation and was without fraud or self-dealing.

Roles and Responsibilities of the Chief

The Chief is the elected head of the First Nation government and the primary officer responsible for governing the community. Roles & responsibilities include the following:

- Acting as the First Nation's official spokesperson or representative at ceremonial or other special functions and delegating this responsibility when required.
- Being called upon to speak for and express the opinions of the First Nation when dealing with general matters of concern to the First Nation.
- Ensuring that the Council conducts itself in a manner consistent with its own rules, applicable First Nation by-laws and any other applicable laws.
- Calling emergency meetings of the Council to discuss important business that cannot wait until their next regular meeting. The Chief shall summon a special meeting, if requested to do so by a majority of the Council.
- Making decisions in accordance with Council policies on the governance process and on the Council – Band Administrator relationship, subject to approval by Council on a timely basis. Approval should ordinarily take place at the next regularly scheduled Council meeting.
- Ensuring that a mechanism is in place to determine Council's formal position on significant matters and the means of communication this position externally (media, public) recognizing relevant legal limitations.
- Acting as chairperson at Council meetings. The chairperson must be neutral when conducting meetings and only votes to break a tie.

The Chief's responsibilities as mentioned above deal mainly with the relationships Council has with other parties. While the Chief is a member of Council, he is also Council's leader. Therefore, another important part of the Chief's job is to:

- Help Council be an effective team
- Make sure Council does the work of Council
- Make sure Council focuses on the long-term needs of community members

The Chief manages Council by setting its annual meeting schedule and agenda, controlling attendance, determining Councillor information packages, helping appoint committees and attending committee meetings when appropriate. Helps develop a more effective Council by monitoring each Councillor's performance, determining Council's work, planning Council succession, providing Councillors with opportunities for self-development and working with those Councillors who may be experiencing difficulties in their Council duties.

The Chief and the Band Administrator should ensure that Council has a leaders' policy manual and an orientation process for new Councillors. The leaders' policy manual contains all policies that guide Council's working relationship with each other, with their members and with their staff and set out the orientation process for new Councillors.

As the Council's chairperson, the Chief is responsible for ensuring the development of the Council Annual Agenda and the meeting rules of order.

Council's Annual Agenda

An Annual Agenda is important because it establishes a schedule for Council meetings (monthly or as agreed) and incorporates key decisions and reviews that Chief and

Council must make during their business year. For example, the Annual Agenda would list all contractual obligations, deadlines and strategic plan.

Meeting Rules

As the Chief usually chairs Council and other meetings, they are responsible for getting business done in a productive way. Having strict rules of order is not essential. A good chair runs meetings in what may be an informal way but has the knowledge and skills to resort to more formal rules when necessary.

If the Chief is unable to chair, they must ensure that a suitable person is available to chair Council and community meetings. The Chief must recognize the need for adopting an agreed set of meeting rules with Council and the community soon after being elected. When not chairing, the Chief should observe the protocols they would expect if they were chairing the meeting.

Nation assets, they need to monitor Council activities. Generally, community members have the authority to conduct business in community assemblies, to elect their leaders and to offer them advice. They should expect Chief and Council to keep them informed about First Nation business between assemblies.

Community members delegate power and authority to Chief and Council by electing them. If what they delegate is unclear or undefined, members and Council may soon be at odds with each other. Community members can expect Council to:

- Act in the best interest of all members
- Be diligent
- Report regularly and full the finances, projects, programs and services

Delegating the responsibility for directing and controlling First Nation business to Chief and Council means members have the right to ask questions in meetings. Members should expect Council to establish grievance and conflict resolution processes. If members or individuals have exhausted grievance procedures or if there are none:

- An angry member can commence an action against Council for a specific grievance against him personally
- An individual may commence an action against Council on behalf of the First Nation
- Community members may take a collective action against Council
- Actions may be taken against individual councillors for breach of duty

Members exercise their right of ownership by holding accountable those to whom they have delegated authority. Members are also accountable. Their responsibilities include:

- Attending meetings
- Informing themselves of First Nation business
- Treating Chief and Council, staff members, advisors and each other with dignity and respect
- Select or elect a Chief and Council members who possess the necessary skills, experience and values to lead the community properly

Involving Members in First Nation Business

Some Councils encourage their members' participation by opening their meetings to community members. Council only excludes community members for improper conduct. Council may allow time during their meeting to address public concerns. If so, it is appropriate that community members contact Council beforehand to be placed on the agenda.

During normal office hours, community members should have reasonable access to the minutes of Council meetings, by-laws, policy manuals, grievance or conflict resolution procedures and financial statements. Council should give community members an opportunity to present their views on important issues.

Council should hold annual meetings with members to report on or discuss First Nation policies and programs, and review of annual audited financial statements.

Council's Relationship with the Band Administrator

Keeping the governance of work of Council independent from the daily work of management and staff is necessary. By doing so, Council can concentrate on the long-term interests and needs of the community. This arrangement works best when Council has hired an honest, ethical Band Administrator with at least the minimum skills and experience to do the job.

Band Administrator's Roles and Responsibilities

The Band Administrator is accountable only to Council and has full authority and accountability for all staff operations. This relationship reduces the already substantial workload of Council. It allows the Administrator, managers and staff to work according to established rules and procedures that Council has approved. The key management functions of the Administrator include:

- Supporting Council
- Recommending policies and standards to council
- Building and maintaining the First Nation council office
- Public relations
- Providing an "emergency backup" system

The Band Administrator helps the Council define its purpose, develop goals, strategies and action plans, and implement Council and staff decision-making processes. In Council's absence, the Administrator will set office standards by being the day to day conscience of the organization and by providing Council's vision and helping to set values.

Being familiar with all managers and staff, the Administrator sets an example for the entire organization, sets standards of conduct and watches for potential managers and leaders. As Council's contact with community members, government and suppliers, the Band Administrator practices good public relations always. Finally, not only does the Administrator back up Chief and Council in emergencies, they have a suitable backup person for themselves. It is essential that Council support the Administrator as they manage the daily operation by:

- Providing the direction Council wants the Administrator to take
- Providing the resources needed by the Administrator
- Letting the Administrator do the job
- Expecting feedback from the Administrator
- Evaluating how well they lead the organization

The Band Administrator has responsibility for:

- Benefits, services and program delivery
- Business development
- Human resources management
- Financial management
- Physical plant management
- Community relations
- Planning
- Council and government liaison

These activities require the Band Administrator to ensure that the First Nation's administrative standard of services is consistent with First Nation by-laws, legislative and regulatory requirements and other contract conditions. The Administrator must ensure the consistent implementation of Council approved policies and procedures. The Administrator is Council's sole link to the operation of the First Nation. Therefore they are accountable for all organizational performance and exercises all authority delegated to them in their job description.

Band Administrator's Qualifications

The six qualifications or requirements of an Administrator include the knowledge and experience to plan, organize, control, communicate, delegate, staff and accept responsibility.

1. Planning and Organizing – The Band Administrator must be able to plan for themselves, for staff and for staff development. They must also have the skills to plan current year objectives, budgets and expenditures. Their organizing skills must include the ability to use their own time and staff time and they must ensure that staff understand their responsibilities. They must have the ability to develop the internal organizational structures necessary to deliver programs and services.
2. Controlling – The Administrator's controlling function requires them to ensure that others do their job as planned and organized. They must establish monitoring processes to control the First Nation's internal operation. For example, while Council sets and approves the budget, the Administrator makes daily decisions about how the budget is spent. It is important that Council stand back and let the Administrator and the managers manage.
3. Communicating – The Administrator must have clear oral and written communication skills. Reporting by the Administrator in Council meetings and to the community should be brief and to the point. The Administrator should always keep lines of communication open with Council, the staff and community members.
4. Delegating – Not only is a competent Administrator receptive to duties delegated by Council, they properly delegate and monitor staff duties. The Administrator should always use good judgement when delegating work to staff.
5. Staffing and Acceptance of Responsibility – Recognizing that the Administrator can hire, fire, evaluate and discipline all staff, Council leaves this work to the Administrator. The Band Administrator accepts responsibility for staff performance uses good judgement in undefined areas of their job and takes responsibility for decisions in those areas.

Council's Relationship with Indian and Northern Affairs Canada (INAC)

The Crown as a Trustee

Whenever someone is in a position to exercise control over or make decision concerning the property of another person, the law says that a fiduciary relationship exists between them. A fiduciary is therefore like a trustee. The person who owns the property trusts the fiduciary or trustee to deal with the property in the best interests of the owner.

The Crown has a special relationship with the Aboriginal people of Canada, a "fiduciary relationship". While the nature of this fiduciary or trust-like relationship assumes that the Crown will not act in a way that is contrary to the interests of Aboriginal people, not all aspects of this special relationship give rise to a legally enforceable obligation on the part of the Crown.

In general terms and subject to the findings of a court that the specific legal requirements for a breach of fiduciary duty have been met, there are two situations in which legally enforceable fiduciary duties arise:

1. The Crown's dealings with Indian reserve lands;
2. An interference by the Crown with any Aboriginal or treaty rights that are protected under the *Constitution Act, 1982*.

INAC as a department of the federal government has to comply with the Crown's fiduciary duty to Aboriginal people.

Funding Agreements

As a matter of policy, INAC provides funding to First Nations to deliver certain programs and services to their communities. The terms and conditions under which INAC funding is provided are set out in a funding agreement between the Department and the First Nation. The most common types of funding agreements include:

- Comprehensive funding agreements
- Financial transfer agreements
- The Canada/First Nations funding agreement

INAC Funding Agreements are contracts. As with any contract, should a First Nation fail to carry out its obligations under a Funding Agreement, INAC can take any of several steps to remedy the situation depending on the seriousness of the situation.

For example INAC can:

- Require the First Nation Council to:
 - Develop a redial management plan
 - Enter into a co-management agreement
- Appoint a third party manager
- Withhold funding
- Terminate the agreement

Trust Moneys

Trust Moneys held in the Consolidated Revenue Fund (CRF) – The Indian Act gives the Minister the ability to authorize and direct the expenditure of Indian moneys with the consent of the First Nation council. The Indian Act defines Indian moneys as “all moneys collected, received or held by Her Majesty for the use and benefit of Indians or Bands”. Indian moneys include moneys from the leasing of reserve land or the harvesting of reserve resources such as timber, oil or gas. These moneys go into one of two accounts; the Revenue Trust Account or the Capital Trust Account. Funds transferred to First Nations under funding agreements or from own source revenues are not Indian moneys as defined in the Indian Act.

With regard to the expenditure of Indian Band moneys, Section 64 and 66 of the Indian Act set out the specific powers and duties of the Minister, while Section 69 sets out the powers of First Nations. These provisions place significant controls over the expenditure of Indian moneys in the hands of the Minister and his officials. However, the Minister cannot take any action to release Indian moneys from the CRF without the expressed consent of the First Nation Council.

Moneys Held in Private Trusts

First Nations are increasingly receiving settlement moneys, especially from the resolution of contemporary treaties, historical treaty land entitlements (TLE) and specific claims. If the members vote, such settlement moneys could be paid directly into trust arrangements outside of the CRF.

The Crown's position is that funds derived from settlements are deemed not to be Indian moneys and do not have to be managed under the Indian Act. However it is the Crown's position that:

- Settlement agreements are to be ratified by a Band vote based on the informed consent of the membership;
- The decision to place settlement funds in an external trust or CRF must also be based on the informed consent of the Band membership;
- Canada assumes no fiduciary obligations regarding the use of settlement funds placed in an outside trust;
- The Crown will have no further involvement with these funds because when they cease to be “Indian Moneys” they become the full responsibility of the First Nation and its trustee.

The First Nation Council or a board of directors established with the informed consent of Band members to oversee the trust would have the responsibility of a trustee over settlement moneys in the outside trust.

Own Source (or Self-Generated) Revenues

The Federal Crown does not have any responsibility over the revenues that First Nations independently earn (i.e. revenues earned from golf courses, construction companies).

Individual First Nation members can commence representative court actions against the Council or individual councillors who have broken their position of trust regarding First Nations assets under their control. In addition to any private or civil law remedy

available against a First Nation Council or councillors, individual councillors can also be subject to criminal proceedings under the Criminal Code.

Council's Legal Environment

Council needs to be aware of the legal limits on how they conduct First Nation business. The legal limits on Council powers come from the Constitution of Canada, Federal Law, some Provincial Law and the Common Law.

Constitution of Canada

The Constitution Act, 1867, sub-section 91 (24) gives the federal government sole authority to pass laws concerning Indians and the lands reserved for Indians. It is under this power that the federal government passed the Indian Act.

Constitution Act, 1982, Sections 1 – 34. The Canadian Charter of Rights and Freedoms is contained in section 1 to 34. It sets limits on governments when they are passing laws that affect the rights and freedoms of the people. The Charter applies to First Nation Councils. Some self-governing First Nations have specifically accepted the application of the Charter.

Constitution Act, 1982, Sections 25 & 35. Section 25 shields Aboriginal and Treaty rights from application of the Canadian Charter of Rights and Freedoms. Section 35 contains the constitutional recognition of Aboriginal and Treaty rights.

Federal Law

Many federal laws affecting the Canadian nation as a whole have an important affect on First Nations persons and Councils. These include:

1. Canadian Human Rights Act – Prohibits discrimination on a number of grounds. It covers possible discrimination in job postings and appointments and could therefore affect actions of Council. Persons who feel Council has violated their rights under the Canadian Human Rights Act may complain to the Canadian Human rights Commission.
2. Canada Labour Code – As an employer, the First Nation Council is involved in the hiring, disciplining and firing of employees. In doing so, Councils must be aware that these activities are regulated by the Canada Labour Code and the proper labour standards must be followed.
3. Other Legislation – The law requires that Council ensure that certain employee-related benefits or deductions are properly handled such as wages, vacation pay, termination pay and source deductions such as the Canada Pension Plan and Workers Compensation. Council must also ensure that the rules involving Occupational Health and Safety Legislation and the Goods and Services Tax are observed.

Canadian Common Law

Canadian law is largely made up of laws passed by governments and decisions handed down by the courts. Court decisions are based on interpretations of the laws passed by governments or of previous court decisions, which make up what is known as the "common law".

1. Law of Contract – The law of contract is based mainly on the common law, although there are statutes passed by governments that deal with this area of law. Contract law deals with such matters as agreements concerning loans, purchases and other arrangements under which persons make agreements in their business relations. Council should therefore be aware of the rules of the law of contract since it is continuously engaged in business relations with individuals, corporations and governments.
2. Law of Tort – Like the law of contract, the law of tort is largely the creation of the common law. A tort is a civil wrong. Whenever someone adversely affects the person, property, reputation or certain other interests of another, then a civil wrong or tort may be involved. The victim of the wrong is entitled to sue the alleged wrongdoer in court and obtain compensation.
3. Criminal Law – Council should be aware of the basic elements of the criminal law in its day to day conduct of business so as not to expose itself to the risk of committing a crime. This could include matters such as misappropriation of funds, fraud and conspiracy to commit crimes.
4. Provincial Legislation – Councils should be aware that laws passed by provinces, which apply to all persons in the provinces, may apply also to First Nations. These are known as provincial laws of general application. However, only federal government may pass laws for Indians only and lands reserved for the Indians only under the exclusive authority set out in section 91 (24) of the Constitution Act, 1867.

Employees of some organizations or businesses created by Council may be subject to provincial labour standards. To avoid liability, Council should seek legal advice when creating organizations which are subject to provincial statute, rather than the Canada Labour Code.

Council Orientation

The purpose of orientation is to acquaint each Council member with the Williams Lake Indian Band (WLIB), the Council and the job of the individual Council member. Orientation will be an ongoing process.

1. Orientation to the First Nation will cover the following:
 - a. The broad general scope of WLIB, including Council's purpose, vision, values, history, programs and services of the Council.
 - b. The roles, responsibilities, relationships and structure of all levels of the WLIB operation.

- c. The legislation that affects the WLIB, including its constitution and by-laws.
 - d. An initial orientation will be done before the first Council meeting. A Council members' manual will be prepared. It will contain the above information and the past Chief Councillor will review the Council information while the Band Administrator will review information about the operation of the Band office.
2. Orientation to the Council
- a. This orientation will be done before or at the first meeting of new Council members. A discussion of topic items by all Council members will help re-orient incumbent Council members and introduce new Council members to Council's Policy Manual. Supporting information will be distributed at this meeting to be inserted into the Council Policy Manual. Discussion will focus on five areas:
 - i. The role of Council members as a governing unit.
 - ii. The importance of the Council and its contribution to meeting the needs of WLIB members.
 - iii. A review of Council's governance model, governance policies and the basic values underlying the work of Council.
 - iv. An introduction to Council's Annual Agenda.
 - v. Council's relationship with other organizations, groups and government.
3. Orientation to the Individual Role of the Council Member
- a. The expectations on individual Council members should include:
 - i. The specific responsibilities, expectations and benefits of the Council job
 - ii. The level of authority and accountability of individual Council members.
 - iii. The roles of committees and the resources available to committee members.
 - iv. How reporting and communicating occurs within Council and between Council members.
 - v. The performance expectations for individual Council members.

Code of Conduct

Chief and Council are expected to conduct themselves in an ethical, legal and professional manner. This expectation includes proper use of authority and appropriate group and individual behaviour. Thus;

1. Loyalty – All Councillors, including the Chief must be loyal to the interests of all WLIB members. This loyalty supersedes:
 - a. Any advocacy or special interest groups and membership on other Boards or staffs.
 - b. The personal interest of any Council member acting as an individual user of the WLIB programs and services.
2. Conflict of Interest – Councillors must avoid any conflict of interest with respect to their fiduciary responsibility. Therefore:

- a. There must be no self-dealing or any conduct of private business or personal services between any Council member(s) and the WLIB unless controlled by procedures to ensure openness, competitive opportunity and equal access to otherwise "inside" information.
 - b. If a Councillor is to be considered for employment, they must temporary withdraw from:
 - i. Council deliberation
 - ii. Voting and access to applicable Council information
3. Authority – Council members including the Chief, may not attempt to exercise individual authority over the organization except as explicitly set forth in Council policies. Therefore:
- a. Individual Councillors or groups of Councillors must recognize that they have no authority to direct the Manager or staff except as noted in other policies.
 - b. Except for the authority granted to the Chief Councillor, councillors must recognize that they have no authority to interact with the public, media and other entities for Council.
 - c. Council members will make no judgement of the Manager or staff performance unless that performance is assessed against explicit Council policies by the official process.
 - d. Council members will respect both approved signing authorities and approval processes for example, Band council resolution, contracts, purchases and payments.
4. Confidentiality – Council members may not use Council information for their own direct benefit or advantage. This requires that information be kept confidential whenever required in the best interests of the organization. Therefore:
- a. The minutes, records or proceedings of any "in camera" Council or committee meeting will be kept in confidence by every Council member, every committee member and by the Band Administrator or other person invited or permitted to attend the meeting.
5. Communications – Council members will deal with outside entities or individuals, with staff and with each other fairly, ethically and with straightforward communication.
6. Procedure – All Council members must carry out their duties in good faith with a reasonable degree of diligence, care and skill. If a Council member, including the Chief, is deemed to be negligent in carrying out his or her duties, Council has the right to make and enforce its own rules and punish an offender. In such circumstances, the following guidelines will be followed:
- a. Offending Council members may be censured by the Chief or other Council member representing Council, with a letter being sent to the member outlining the circumstances and corrective actions.
 - b. Continued offense will result in a motion of censure being brought to the Chief. This motion may result in a voluntary withdrawal, or upon a vote of the majority, the member will be removed from all committee membership.
 - c. Continued offense by a member of the Council will result in removal from office by a resolution as per policy.
 - d. In circumstances of an extreme nature the offending member will be removed from office immediately according to policy.

Procedure for Council Meetings

1. Council meetings are held every second Monday of every month at 9 am.
2. Special meetings can be called if business arises between monthly Council meetings.
3. Quorum of Council consists of four (4) Council members.
4. Preparation for Council Meeting
 - a. Any submissions for the agenda must be received by the Band Administrator the Thursday before the Council meeting.
 - b. Any requests to do a presentation to Council must be received by the Band Administrator no later than one week prior to the meeting. If the Council agenda is full for that month, the request for presentation will be brought forward to the next monthly meeting.
5. Agenda for First Meeting:
 - a. The Band Administrator & Office Manager will set the agenda in consultation with the Chief.
 - b. The format of the agenda will be as follows:

Prayer	9:00 am
Chair	
Call To order	
Acceptance of Agenda	
Acceptance of Minutes	
Band Administrator Report	9:30 am
Finance Manager Report	9:45 am
Chiefs Report	10:00 am
Coffee Break	10:15 am
Council Reports	10:30 am
BCR Signatures	11:15 am
RCMP	11:30 am
Adjournment	12:00 pm
- Agenda for Second Meeting:

Prayer	9:00 am
Chair	
Call to Order	
Acceptance of Agenda	
Acceptance of Minutes	
Guest Speakers & Presentations	9:30 am
BCR Signatures & Adjournment	12:00 pm
6. Rules of Order – Robert's Rules of Order will be followed as the fundamental operating procedure.
7. Rules of Discussion

- a. In order to speak, a speaker must first be recognized by the Chair. Recognition is on a first-come, first-served basis, and is at the discretion of the Chair.
- b. Remarks are to be confined to the discussion of the motion.
- c. Speakers must remain courteous and avoid personal attacks.
- d. Speakers are limited to 5 minutes, unless otherwise requested and approved by the Chair.

8. Motions

- a. A Councillor obtains the floor and introduces the motion.
- b. The Chair asks if any Councillor has a conflict on the matter. If a member of Council feels there is a conflict of interest with the content of the motion, (i.e. if the decision required is a personal or financial gain for a member of Council or a member of a Council member's immediate family), it must be declared by the Council member at this time. The Council member in conflict must then leave the meeting. Another Councillor seconds the motion.
- c. A vote is taken, unless there is an amendment.
- d. Amendments may be proposed by a mover and seconder
- e. Discussion of any amendments to the motion takes place.
- f. A vote on the amendment is taken.
- g. The Chair reads the amended motion, discussion takes place and the Chair puts it to a vote.
- h. The Chair announces the results.
- i. A motion to rescind a motion requires a seconder, can be discussed, and requires a majority to adopt.
- j. A motion to rescind can be introduced at any future meeting and can be made by any Councillor, regardless of how he/she voted on the original motion.
- k. Where there is a tie vote, the motion is defeated. (Under the *Indian Band Council Procedure Regulations*, the Chief only votes to break a tie vote.)

9. Majority Vote

- a. Decisions are made once a majority of the quorum of Council vote in favour of a motion at a meeting.
- b. Council members must vote or they are deemed to be in voting favour.

10. Bound by Council Vote

- a. Decisions, once made, bind all of the members of Council, regardless of how individual Councillors may have voted or whether or not they attended the meeting at which the decision was made.
- b. Individual Councillors may still continue to hold their opinions on a matter, but they are obliged to work to implement the decisions once made by Council.
- c. There is provision for reconsideration of a matter by Council, if the Council voting by majority is prepared to reconsider the matter.
- d. Future decisions by Council should consider the previous action taken by a Council.

- e. A new Council may choose to reconsider what a previous Council has decided.

11. Adjournment – A motion is required to adjourn the meeting. The motion requires a seconder and the majority to be in favour.

Minutes – Recording Actions of Council

1. The minutes of all meetings convened by the Council must be recorded. The Office Manager will be the recorder and in their absence it will be the Band Administrator.
2. The minutes, including motions, will be provided to the Councillors and Chief at the next meeting.
3. Any necessary corrections or alterations will be made at that meeting, then the minutes will be adopted by the Council and signed.
4. Signed copies of meeting minutes will be available upon request and must be viewed in the Band office. *In-camera* meeting minutes will be excluded.

In-Camera Meetings

1. *In-camera* meetings will be held to discuss legal matters, property or personnel matters.
2. *In-camera* meetings require a motion from the Council to go into an *in-camera* meeting from which the public is excluded.
3. The minutes will be recorded as they are at a regular Council meeting.
4. The minutes of an *in-camera* meeting will not be made available to the public.

Community Information Meetings

Community Information Meetings are the opportunities for the Council to be held accountable to the membership of the Williams Lake Indian Band, or the opportunity for the Council to keep the members informed on local issues and financial matters. These meetings are informational in nature and they are an important avenue of communication for the members. They can be held for a specific subject or they can be general in nature.

Community Information Meetings will be held quarterly. Meetings should be structured if they are to be effective. Any public information meeting also must be duly convened with proper notice, an agenda prepared and conduct controlled at the meeting. The rules for discussion and the rules of order noted earlier for meetings of Council can be used at such meetings. It is important to control the order of speakers so everyone gets a chance to speak.

Minutes of the meeting should be produced and be available to the members of the community to view at the Band office. The Council should report back to the membership on any actions it may take arising out of Community Information Meetings.

Chief & Council Remuneration

The Chief's position is a paid position within the organization. The chart below outlines the wage grid for the position. The Band provides the Chief with a cell phone. The phone must be returned to the Band once their term in office is finished.

Chief's Position Wage Grid

Years of Experience on Council	Hourly Rate			
0 years	\$19.71			
1 year	\$20.20			
2 years	\$21.74			
3 years	\$22.27			
4 years	\$23.38			
5 years	\$24.55			
6 years	\$25.78			
7 years	\$27.06			
8 years	\$29.13			
9 years	\$30.59			
10 years	\$32.11			
11 years	\$33.72			
12 years	\$35.40			
13 years	\$36.29			
14 years	\$37.19			
15 years	\$38.12			

Councillors are paid a monthly honorarium in the amount of \$1,550 less any deductions. Council members get reimbursed up to a maximum of \$125 per month for their cell phone costs. Councillors must provide a monthly invoice from their cell phone company in order to be reimbursed.

Policies, Bylaws and Codes Developed by Williams Lake

The Williams Lake Indian Band has authority under the *Indian Act* to develop certain policies, bylaws, codes, reports, practices and procedures for assisting with the overall governance and administration in the community. It is within the complete control of the Williams Lake Council as to the number of such documents it wishes to adopt, the content of each of them and the process it wishes to follow in developing and adopting them.

This section contains *the basic resource* material and documents that have been *developed, adopted* or under consideration by the Williams Lake Council.



OATH OF OFFICE

I, _____, as a duly elected Chief/Councillor of the Williams Lake Indian Band, I do swear/affirm that:

1. I will respectfully, faithfully, and impartially execute the duties, powers, and trusts placed in me as a Chief/Councillor of the Williams Lake Indian Band to the best of my abilities.
2. I will retain the confidentiality of all information obtained or overheard in carrying out the office of Chief/Councillor.
3. I solemnly swear that I will support and defend principles and goals of the Williams Lake Indian Band and promote and protect the best interests of the Williams Lake Indian Band members.
4. I will support & follow the policies of the Williams Lake Indian Band.

SWORN/AFFIRMED by me on the ____ day of _____ 2018.

Chief/Councillor

Witness



**F092 WILLIAMS LAKE INDIAN BAND
CHIEF/COUNCILLOR CONFIDENTIALITY AGREEMENT**

WHEREAS:

Williams Lake Indian Band and its corporations/businesses are engaged in the business of providing services to the members of the *Williams Lake Indian Band* for the development of education, housing, social development, health and justice and economic development and has been elected in the position of Chief/Councillor. It is understood by the parties that in the conduct of business the Chief/Councillor will have access to a great deal of confidential information, the disclosure or appropriation of any of which could be very harmful to *Williams Lake Indian Band/corporations/businesses* or the Band Members. Accordingly, for good and valuable consideration, the receipt of which and sufficiency of which is acknowledged, the Chief/Councillor agrees as follows:

1. CONFIDENTIAL INFORMATION

Williams Lake Indian Band owns or has the right to certain information and material ("Confidential Information") relating to the operation and the business details and its Band Members. The Chief/Councillor acknowledges that [he/she] will have access to Confidential Information, the disclosure of any of which could be very harmful to the Band, its Board, Band Members, or employees. Confidential Information includes:

- Identity, names, addresses, facsimile, e-mail and phone numbers of all Band Members;
- Employee lists and other lists containing names and/or addresses and/or contact information of employees;
- All business records and plans, lay-out systems, pricing, guidelines, policies, procedures and negotiation or treaty strategies;
- All financial strategies and financial statements;
- Intellectual property (including all new business and improvements; past, present and/or future development projects or ideas; strategic plans; negotiation practices or strategies; etc.);
- any additional information as may be considered as proprietary information, confidential information, trade secrets and referred to as confidential in the future.

2. ACCESS TO CONFIDENTIAL INFORMATION

Williams Lake Indian Band agrees to provide access to and to disclose to the Chief/Councillor such Confidential Information in its sole discretion, considers appropriate. The Chief/Councillor acknowledges that the Confidential Information will be disclosed to the Chief/Councillor exclusively for the purpose of permitting the Chief/Councillor to perform work for *Williams Lake Indian Band* and its Band Members and that the Chief/Councillor will not acquire any right, title or interest in any of the Confidential Information by virtue of such disclosure and that the Confidential Information is and shall remain the sole and exclusive property of *Williams Lake Indian Band*.

3. PROTECTION OF CONFIDENTIALITY

The Chief/Councillor acknowledges that all Confidential Information which is disclosed to them is of a confidential nature, and the Chief/Councillor shall use [his/her] best efforts and exercise utmost diligence to protect and guard the confidentiality of the Confidential Information and shall not, directly or indirectly, use the Confidential Information for [his/her] own benefit or disclose the Confidential Information to any other person, corporation or business entity whatsoever, except to the extent that such use or disclosure may be consented to in writing by *Williams Lake Indian Band* or is required by law. The Chief/Councillor agrees that [he/she] will not reproduce, make copies of or modify the Confidential Information, in whole or

in part, except as may be consented to in writing by *Williams Lake Indian Band*. This duty to refrain from disclosing confidential information persists while the Chief/Councillor while an elected official with the *Williams Lake Indian Band* and at all times after the Chief/Councillor term of office with *Williams Lake Indian Band* ceases. The Chief/Councillor represents that the performance of all terms of this Agreement will not break any proprietary information, trade secret, or any similar Agreement with any former employer or other party. The Chief/Councillor represents that they have not brought and will not bring with them to *Williams Lake Indian Band* any documents, materials or other information of a former employer, board or any other person that is not generally available to the public.

4. EXCEPTIONS

The obligations of the Chief/Councillor under this Agreement to maintain and protect the confidential nature of the Confidential Information provided to them by *Williams Lake Indian Band* shall not extend to any information or material which:

- (a) Is or becomes available to the public generally through no action or fault of the Chief/Councillor;
- (b) Is or becomes available to the Chief/Councillor from another source having the legal right to disclose that information or material; or
- (c) Is already in the possession of the Chief/Councillor and was not acquired, directly or indirectly, from *Williams Lake Indian Band*.

5. RETURN OF CONFIDENTIAL INFORMATION

The Chief/Councillor agrees that upon request, [he/she] shall deliver promptly to *Williams Lake Indian Band* all such tangible parts of the Confidential Information which are in the possession or under the control of the Chief/Councillor, including all documents and electronic media, without retaining copies thereof.

6. REMEDY FOR BREACH OF THE CONFIDENTIALITY AGREEMENT

Any breach of the Chief/Councillor's duty of confidentiality during the course of office with *Williams Lake Indian Band* will be deemed to be just cause for an investigation by the Council. A letter will be sent to the Council member outlining the circumstances and corrective actions. Continued offense will result in a motion of censure being brought to the majority. This motion may result in a voluntary withdrawal upon a vote of the majority; the member will be removed from office by a resolution.

7. DECLARATION STATEMENT CONFLICT OF INTEREST

Chief/Councillor or members of their immediate family will not misuse for profit, political gain or personal gain, information, resources, funds, property or an opportunity belonging to the WLIB, where the Chief/Councillor ought to have had knowledge of, or is in possession of such knowledge because of their term in office.

Chief/Councillor will not take part in discussions or decisions involving a business, or an organization in which they, or a member of their immediate family have an interest in, They need to identify this as a potential Conflict of Interest.

Chief/Councillor cannot use access to the employer's information, resources or funds to put themselves, their family or personal friends at an advantage over other Band members.

Chief/Councillor will not demand, offer gifts, discounts, loans, sales incentives, services or benefits from or to a person or organization having dealings with WLIB

Disclosure:

Every elected official of *Williams Lake Indian Band* must disclose any duty or interest that might conflict with his or her duty or interest to the Organization.

- To the best of my knowledge and belief, I am not involved in any situation or action that might be regarded as a potential conflict of interest with my duties as Chief/Councillor.
- It appears that I am involved in some situations or actions that might be regarded as a potential conflict of interest with my expected duties as Chief/Councillor. Details of each of these situations and/or actions are as follows:

- 1. _____
- 2. _____
- 3. _____

I agree to notify the rest of Council & Band Administrator immediately if any new situations or actions develop that might be regarded as a potential conflict of interest with my duties. I further agree to be bound by the provisions of the Conflict of Interest guidelines which form part of this Declaration.

Signature: _____ Date: _____

Name (Please Print): _____

Witness: _____ Date: _____