

BAND COUNCIL RESOLUTION

The Council of the
Nadleh Whut'en Band

Province
British Columbia

Place
Nadleh Reserve

Date	30	06	2022
	Day	Month	Year

DO HEREBY RESOLVE:

WHEREAS:

- A. Council proposes to create a policy, titled "Nadleh Whut'en First Nation Council Policy, 2022-01" substantially in the form reviewed by Council (the "**Council Policy**"); and
- B. Council considers it in the best interests of the Band to approve the Council Policy.

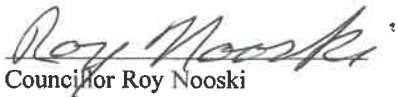
THEREFORE BE IT RESOLVED that:

- 1. The Council Policy is hereby approved, to be effective immediately.
- 2. Effective immediately, Council do implement the Council Policy and conduct itself in accordance with its terms.
- 3. These resolutions may be signed by the Council members in as many counterparts as may be necessary and delivered by facsimile or email, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution, shall be deemed to bear the date as at the date first written above.

Chief Martin Louie

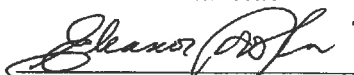


Councillor Mark Lacerte



Councillor Roy Nooski

Councillor Damien Ketlo



Councillor Eleanor Nooski



Councillor Ashley Heathcliff

A quorum for this Band
consists of 4

NADLEH WHUT'EN FIRST NATION

Policy Name	Council Policy, 2022
Policy of:	Nadleh Whut'en First Nation
Policy Application	Nadleh Whut'en First Nation
Date Approved	June 30, 2022
Effective Date	June 30, 2022
Next Review	2025

BACKGROUND

This Policy was developed to:

1. identify the legal and ethical duties and obligations that will apply to Councillors as individuals and the entire Council as a collective during individuals' terms of office; and
2. ensure fair and equal treatment of all Council members.

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Camera meeting

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This Policy approved by Chief and Council of Nadleh Whut'en First Nation on June 30,
2022



Chief Martin Louie



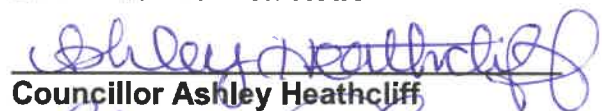
Councillor Roy Nooski



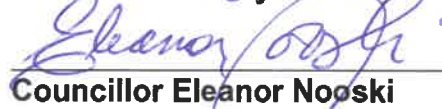
Councillor Mark Lacerte



Councillor Damien Ketlo



Councillor Ashley Heathcliff



Councillor Eleanor Nooski

1. Title

- (1) This Council Policy will be cited as the *"Nadleh Whut'en First Nation Council Policy, 2022"*.

2. Definitions and Interpretation

- (1) The following terms shall have the meanings as indicated below:

"Administration Office" means the main administration office for Nadleh Whut'en;

"BCR or Motion" means a motion passed in accordance with the meeting procedures set out at Schedule "C" and recorded in the minutes of the meeting or by a signed resolution of those voting in favour at a duly held meeting;

"Chief" means the candidate elected to Council as Chief pursuant to the Election Procedure;

"Conflicts of Interest Schedule" means the conflict of interest procedure/rules attached as a schedule to the FAL called *Schedule - Avoiding and Mitigating Conflicts of Interest*, as amended or replaced from time-to-time;

"Council" means all Councillors and includes the Chief unless the context requires otherwise;

"Councillor" means an individual elected to Council pursuant to the Election Procedure and includes the Chief unless indicated otherwise;

"Council Policy" means this *Nadleh Whut'en First Nation Council Policy, 2022*;

"Council Respectful Workplace Policy" means all policies in place governing harassment and bullying of and by members of Council; and

"Custom Election Code" means any duly enacted custom election code of the Nadleh Whut'en First Nation that governs election of Chief and Council at Nadleh Whut'en;

"Election Procedure" means any Custom Election Code and, prior to the enactment of such Custom Election Code, references to **"Election Procedure"** in this Council Policy shall mean any legislative requirements, and written policies approved by BCR or Motion that govern elections of Chief and Council at Nadleh Whut'en;

"Employee Handbook 2021" means the *Nadleh Whut'en Employee Handbook March 2021*, approved by Council on March 23, 2021, as amended or replaced from time-to-time;

"FAL" means the *Nadleh Whut'en Band Financial Administration Law, 2013*;

“General Manager” means the person appointed by Council to be the senior manager of Nadleh Whut’en pursuant to section 18(1) of FAL.

“Indian Act” means the *Indian Act*, RSC 1985, c I-5;

“Majority” means at least 50% plus 1;

“Members” means all persons who are eligible for membership and registered on the Membership List;

“Membership List” means:

- (a) if Indigenous Services Canada (or some successor agency of the Government of Canada) maintains control of the membership of Nadleh Whut’en, the list of persons maintained by the agency as the membership list for Nadleh Whut’en in accordance with section 8 of the *Indian Act*;
- (b) if Nadleh Whut’en has assumed control of its own membership in accordance with section 10 of the *Indian Act*, the list of persons maintained by Nadleh Whut’en as its membership list; or
- (c) if neither of the foregoing apply, the list identified by Council in a BCR or Motion as the “Membership List”;

“Nadleh Whut’en” means the Nadleh Whut’en Indian Band, which is a “band” as defined under the *Indian Act*, RSC 1985, c I-5, as represented by Council;

“Nadleh Whut’en Business” means any corporate entity, including a partnership, owned wholly or in part, directly or indirectly, by Nadleh Whut’en;

“Nadleh Whut’en employees and contractors” means all employees and contractors of Nadleh Whut’en other than the General Manager;

“Nadleh Whut’en law and policy” means all laws, policies, procedures, standards and rules of Nadleh Whut’en, including the Oath of Office; and

“Oath of Office” means the following:

- (a) prior to the enactment of a Custom Election Code, the Oath of Office attached hereto as Schedule D; and
- (b) after enactment of a Custom Election Code, the form of Oath of Office attached to and forming part of the Custom Election Code.

- (2) Wherever the singular, masculine or the term "person" is used in this Council Policy, it will be deemed to include the plural, feminine, body corporate, or other entity where the context so requires.
- (3) The headings and sub-headings within this Council Policy are for convenience only, do not form a substantive part of this Council Policy and are not to be used to define, limit, alter or enlarge the scope or meaning of any other provision of this Council Policy.
- (4) When used in this Council Policy, the word "day" or "days" mean calendar days.
- (5) Unless otherwise stated in this Council Policy, if the time for doing something in this Council Policy lands on a day that is a Saturday, Sunday or a statutory holiday in the province of British Columbia, the time for doing that thing will extend to the next business day.
- (6) The reference to any legislation, regulation, law, bylaw, policy or oath will be deemed to include a reference to "as amended or replaced from time-to-time".
- (7) All Schedules to this Council Policy form part of the same.

3. Purpose and Effect of Policy

- (1) This Council Policy applies to and is binding on Council, the General Manager and any individual purporting to rely upon it.
- (2) Where a conflict exists between this Council Policy and the FAL or the Election Procedure, to the extent of any conflict, the FAL or the Election Procedure, as applicable, will prevail.
- (3) Council will ensure that this Council Policy is made available for review by Members by posting this Council Policy electronically and making a hard copy of this Council Policy available for Member review at the Administration Office.

4. Election and Orientation of Council

- (1) The election, composition and terms of office of Council are governed by the Election Procedure.
- (2) The General Manager, in consultation with the individual who is Chief immediately prior to each election of Councillors, must arrange an orientation meeting(s) for all incoming Councillors.

- (3) The outgoing, re-elected or current Chief and the General Manager are responsible for ensuring that the orientation meeting(s) takes place and is properly conducted.
- (4) Each outgoing Councillor must prepare a summary report of all key matters affecting their Portfolio, prior to any election that their seat is up for election and present same to the General Manager and the current Chief.
- (5) The orientation meeting(s) must take place within 60 days of all elections of new Councillors.
- (6) All incoming Council members must attend the orientation meeting(s), regardless of whether they have previously attended such an orientation session.
- (7) Each member of Council must comply with any requirements to assume office set out in the Election Procedure prior to being eligible to attend the orientation meeting(s).
- (8) Each member of Council will be deemed to have accepted and be bound by the terms of the Oath of Office for the duration of their term of office.
- (9) The orientation meeting(s) may include, but is not limited to the following:
 - (a) Nadleh Whut'en governance structure, Council roles and responsibilities and Council meeting conduct and procedure;
 - (b) a review of Nadleh Whut'en laws and policies, any strategic or community plans and other applicable laws, policies and procedures;
 - (c) a review of at least the previous 12 months' Council minutes;
 - (d) a briefing on major ongoing projects; and
 - (e) site visits/tours of Nadleh Whut'en departments and major development projects.

5. Councillors as Employees or Contractors

- (1) Subject to the Election Procedure and section 5(2), Councillors may be employees or service providers to Nadleh Whut'en, provided that Councillors may only be given such positions based on merit and in compliance with Nadleh Whut'en law and policy and, in particular, the requirements for hiring in the Employee Handbook 2021.
- (2) Council members are restricted as follows:

- (a) Councillors must at all times during their term of office, remain eligible to hold office under the Election Procedure, including with respect to any restrictions on employment set out in the Election Procedure; and
 - (b) While on Council, individual Councillors must not be hired to be a senior administrative officer of Nadleh Whut'en, including as the General Manager or the senior financial officer of Nadleh Whut'en.
- (3) Any agreement with a Councillor to be an employee of or service provider to Nadleh Whut'en that is entered into after the date of this Council Policy must be in writing and signed by both parties and must include:
- (a) a job description of that individual as employee or service provider; and
 - (b) a requirement on the individual to fulfill any hourly requirement of employment or service, independently of and in addition to any time spent on Council duties.
- (4) Any individuals who are elected to be members of Council and are or become employees of Nadleh Whut'en, will do their best to minimize impact of Council activities on their employee duties, responsibilities and time.

6. Delegation Powers

- (1) Council must not delegate any of its governmental policy and decision-making powers to any other body or individual, including the Chief, a single Councillor, the General Manager, or an employee or service provider.
- (2) Council may at any time delegate any of its operational obligations to any other body or individual, including the Chief, a single Councillor, the General Manager, or an employee or service provider, provided any expenditure associated with such delegation has been approved in accordance with the FAL.
- (3) The Chief may at any time delegate any of their operational obligations to the General Manager, an employee or service provided approved by the General Manager, or another individual, provided any expenditure associated with such delegation has been approved in accordance with the FAL.

7. Roles and Responsibilities of Council as a Collective

- (1) The primary purpose of Council is to effectively govern Nadleh Whut'en in order to develop and sustain a healthy, successful community with the

goal of continuous improvement and always in a way that is consistent with any existing strategic plans of Nadleh Whut'en.

(2) In furtherance of its primary purpose, Council will:

- (a) strive to share workloads equally among the Councillors who are not the Chief;
- (b) maximize existing skills, and give equal opportunity to each other to build new skills;
- (c) strive towards consensus on all decisions of Council and ensure all Council members are given an equal opportunity to participate in all discussions and voice their opinions;
- (d) to the best of its ability prioritize Council responsibilities during their term in office;

Membership

- (e) to never place individual interests in front of those of Nadleh Whut'en;
- (f) provide effective governance to, and fair representation for, all Members;
- (g) be transparent and accountable to all Members;
- (h) provide leadership that is collective, united and pro-active;
- (i) ensure that all Nadleh Whut'en business is conducted in a manner that is transparent, legal and ethical;

Law and Policy

- (j) focus on strategic leadership rather than administrative detail, and important policy rather than operational matters;
- (k) at all times, comply with applicable laws, policies and standards, including Nadleh Whut'en law and policy;
- (l) monitor, discuss, assess and review Council's compliance and performance;
- (m) continue to develop, monitor and maintain Nadleh Whut'en law and policy;
- (n) monitor the development of other governments' laws, policies and standards that affect Nadleh Whut'en, and advise such other

governments about potential or real impact of their laws, policies and standards on Nadleh Whut'en;

- (o) set long and short-term goals and performance standards for Nadleh Whut'en, and regularly review performance of same;
- (p) oversee the sound management of Nadleh Whut'en finances;
- (q) practice, promote and respect Nadleh Whut'enne history, laws and culture;

Nadleh Whut'en Operations

- (r) not, under any circumstances, directly instruct, direct or discipline Nadleh Whut'en employees and contractors;
 - (s) exercise care in addressing matters that arise in relation to operational matters, including the management and performance of Nadleh Whut'en employees and contractors, by identifying issues of concern and discussing those concerns with the General Manager rather than directly with any Nadleh Whut'en employees and contractors; and
 - (t) manage any overlap between Council's authorities and the authorities of the General Manager in a non-confrontational manner that fosters the development of a collegial, supportive and respectful working relationship between Council and the General Manager.
- (3) With respect to the General Manager, Council will ensure continuity of the effective and efficient management and administration of Nadleh Whut'en by:
- (a) maintaining the appointment of a General Manager at all times and, in the temporary absence of a General Manager, must appoint an interim General Manager within 6 months of the position becoming vacant;
 - (b) approving of the hiring, conditions of employment and termination of the General Manager;
 - (c) defining, in writing, the responsibilities assigned to the General Manager;
 - (d) annually evaluating the performance of and setting the level of compensation for the General Manager; and

- (e) ensuring that the General Manager reports to Members on future Nadleh Whut'en plans, as well as the programs and services offered by Nadleh Whut'en.

8. Role and Responsibilities of Individual Council Members - Including Chief

- (1) For clarity, this section applies to all Council members including the Chief.
- (2) Every member of Council has a fiduciary duty to make their decisions in the best interests of Nadleh Whut'en and never prioritize their personal interests over the interests of the members of Nadleh Whut'en as a whole;
- (3) Every member of Council has a responsibility to be informed of the laws, policy and procedures governing Nadleh Whut'en.
- (4) Every member of Council will keep generally informed about the activities of Nadleh Whut'en, the community and general trends in the businesses in which Nadleh Whut'en operates.
- (5) Every member of Council is expected to become an active participant in Nadleh Whut'en governance and to contribute to a Council that functions effectively as a whole, including holding a portfolio and participating equally on committees and external appointments of Council.
- (6) In addition to and in furtherance of the roles and responsibilities of Council generally, every member of Council will:
 - (a) exercise due diligence in the performance of their duties;
 - (b) avoid conflicts of interest and comply with the requirements of the Conflicts of Interest Schedule, including compliance with all required disclosures of private interests in a vigilant manner;
 - (c) not divulge any personal or other confidential information that is acquired as a result of their office, except when authorized to do so in the performance of their duties or as they may be otherwise legally obligated to disclose, and take all steps that are reasonably necessary to ensure that any such information is kept confidential;
 - (d) become an active participant in Nadleh Whut'en community life, including engaging in community and cultural events;
 - (e) contribute to a Council that functions effectively as a whole;
 - (f) attend all meetings of Council except in unavoidable and exceptional circumstances, and provide advance and reasonable notice to the Chief and the General Manager if unable to attend a meeting of Council;

- (g) review minutes, reports, agendas, financial statements and any other documents that are provided in advance of meetings of Council to identify errors, omissions and actions that require follow-up and otherwise be prepared for meetings of Council;
 - (h) clearly and explicitly voice opinions at the time a decision is being considered by Council;
 - (i) learn and respect the distinction between the strategic role of Council, and the operational roles of the General Manager and Nadleh Whut'en employees and contractors; and
 - (j) always comply with all Nadleh Whut'en laws and policies, including the Nadleh Whut'en *Respectful Workplace Policy*.
- (7) Every member of Council, during their term, is expected to acquire and/or develop:
- (a) knowledge, skills and abilities in the areas of governance, policy development, finance, programs/service delivery, human resources, public relations and basic business fundamentals;
 - (b) knowledge of Nadleh Whut'enne territory, culture, language and history; and
 - (c) knowledge of Nadleh Whut'en relationship with all other governments, including Indigenous, Crown and local governments.

9. Role and Responsibilities of Chief

- (1) In addition to the general Council responsibilities set out in Section 8, the primary role and responsibility of the Chief is to:
 - (a) provide Council with effective leadership;
 - (b) ensure the integrity of Council's function and procedure through active participation and administration; and
 - (c) oversee compliance of Councillors with their legal obligations to Nadleh Whut'en, including compliance with all relevant policies.
- (2) The Chief is the only Council member authorized to speak on behalf of Nadleh Whut'en unless Council specifically delegates speaking authority to another Council member by BCR or Motion.
- (3) In furtherance of their primary role and responsibility, the Chief will:

- (a) regularly communicate and seek direction from Council as a whole, and work on the basis of support from a Majority of Council at a duly held meeting for all significant issues that arise;
 - (b) ensure that Council's work is conducted fairly, ethically, efficiently and effectively;
 - (c) be the primary spokesperson on behalf of Council with the Members;
 - (d) be the primary representative of Council at all negotiations arising out of Nadleh Whut'en Aboriginal Title and Rights unless otherwise appointed by Council by BCR or Motion;
 - (e) be the primary liaison between Nadleh Whut'en and all other orders of government, including Indigenous, Crown and local governments;
 - (f) be the primary representative of Council for discussions with potential and existing business partners and investors, including if and when requested by any of the Nadleh Whut'en Business;
 - (g) be the primary liaison between Council and the General Manager;
 - (h) be the primary liaison between Council and legal advisors to Nadleh Whut'en;
 - (i) represent Nadleh Whut'en regularly at public events;
 - (j) ensure that all meetings of Council are conducted in a civil, respectful and orderly manner, including in compliance with this Council Policy; and
 - (k) ensure that all decisions of Council are documented and maintained.
- (4) The office of the Chief must be located in the Administration Office only, except in emergency and temporary circumstances. At no time can the Chief office be located in any other building, including any building primarily owned/operated by any of the Nadleh Whut'en Business.

10. Communication and Reporting to Members

- (1) In addition to all reporting and meeting requirements under other Nadleh Whut'en laws and policies, Council will comply with this section.
- (2) Council will hold at least one Members' meeting per calendar year unless considered unsafe or unreasonable to do so.

- (3) All Council members are expected to attend all Members meetings.
- (4) Council will appoint a chair for all Members meetings.
- (5) If the chair is not present at a Members meeting a chair will be chosen from the Councillors present, by a Majority of the Councillors present, until the arrival of the chair or, if the chair is absent for the duration of the Members meeting, for the duration of the Members meeting.
- (6) At least once per calendar year, Council will cause reports on each of the following at a Members' meeting:
 - (a) provide Members with an oral or written report from at least each of the following, except any matters connected with the portfolio that are confidential:
 - (i) Council portfolio holders; and
 - (ii) department managers; and
 - (b) answer any reasonable questions that may be asked by Members and, if unable to answer, take reasonable steps to determine an answer and subsequently provide an answer on same to the Members.

11. Council Portfolios

- (1) Council may establish portfolios for any or all Council members, whereby such Councillor or Councillors will be delegated primary, first point of contact responsibility, including in relation to:
 - (a) one or more internal Nadleh Whut'en administrative departments; and
 - (b) one or more areas of Nadleh Whut'en jurisdiction involving external relations.

provided that Council must not delegate any of its decision-making authority to an individual Councillor under this section. In other words, the portfolio holder will be a representative of Council who makes recommendations to Council but does not make decisions without quorum of Council at a duly held meeting.

- (2) Unless the Chief is given other portfolios pursuant to section 11(3) of this Council Policy, the Chief will be deemed to have the portfolio responsibility for representing Nadleh Whut'en on negotiations arising from Nadleh Whut'en Aboriginal Title and Rights, government-to-

government (including other Indigenous governments), finance and economic development matters.

- (3) Council may by BCR or Motion change the portfolio assignments to the Chief, and may add additional portfolio assignments to the Chief, provided that the Chief must carry a set of portfolio responsibilities that corresponds with their compensation.
- (4) Council may establish by portfolios of responsibility for Councillors that encompass the key areas of governance for Nadleh Whut'en as those exist from time-to-time, which should include the following matters:
 - (a) culture and language;
 - (b) lands and natural resources;
 - (c) health;
 - (d) social development;
 - (e) child and family services;
 - (f) economic development;
 - (g) finance;
 - (h) operations/maintenance;
 - (i) housing; and
 - (j) education.
- (5) Council must approve all portfolio assignments by BCR or Motion.
- (6) If a Councillor is also employed or contracted as a senior manager in any department at the Administration Office, then:
 - (a) that Councillor cannot hold a portfolio over the same area for which they are a senior manager; and
 - (b) a different Councillor may be given a portfolio over that area.
- (7) If the spouse, sibling, child or parent of a Councillor is employed or contracted as a senior manager in any department at the Administration Office, then:
 - (a) that Councillor cannot hold a portfolio over the same area for which their family member is a senior manager; and

- (b) a different Councillor may be given a portfolio over that area.
- (8) All appointments of individual Councillors to a portfolio will be deemed to be in accordance with the Council Portfolio Terms of Reference set out on Schedule A to this Council Policy.
- (9) The General Manager must maintain a list of Council portfolios and publish that list as follows:
 - (a) in a conspicuous and accessible place for public viewing in the Administration Office; and
 - (b) on the Nadleh Whut'en website, if any.
- (10) Each Councillor shall be deemed to resign from their assigned portfolios upon ceasing to be a member of Council.

12. Committees of Council

- (1) Council may establish committees of Council at any time provided the requirements of this section of the Council Policy are complied with.
- (2) Committees of Council are different from operational or administrative committees. Committees that assist or perform operational duties of the administration, such as a housing committee that determines qualifications for housing assignments are an operational committee. Committees that consider assist or perform any of the duties and responsibilities such as a title and rights committee that consider and participate in negotiations with Crown governments or proponents are committees of Council.
- (3) Council must approve terms of reference for all committees of Council by BCR or Motion and, except for the audit and finance committee established pursuant to the FAL, must use a template substantially in the form set out in Schedule B of this Council Policy, which template can be amended from time to time by BCR or Motion.
- (4) All committee terms of reference must indicate if the committee is either:
 - (a) a standing committee of Council that will not dissolve until Council approved dissolution by BCR or Motion; or
 - (b) an ad-hoc committee that Council will dissolve by BCR or Motion once the committee mandate is complete.
- (5) Council must not delegate any decision-making power of Council to a committee of Council and all committees of Council must be recommendation bodies only.

- (6) The mandate of a committee of Council may include any of the following:
 - (a) assist Council by considering matters referred to it in greater depth than Council;
 - (b) isolate key issues requiring Council consideration;
 - (c) preparing reports for Council review;
 - (d) proposing actions, alternatives and identifying potential implications for Council; and
 - (e) considering, reporting upon and making recommendations to Council on all matters referred to them by Council.
- (7) The Chief may attend any and all meetings of committees even if they are not appointed to the committee and may take part in the discussion but will not be entitled to vote at meetings that they have not been appointed to.
- (8) All committees of Council will be deemed to be created in accordance with the Council Portfolio Terms of Reference set out on Schedule B to this Council Policy, as amended by BCR or Motion from time-to-time.

13. External Appointments

- (1) Council may only by BCR or Motion appoint any of its members to represent Nadleh Whut'en on external bodies, including any appointment to the board of a Nadleh Whut'en Business.
- (2) Council may by BCR or Motion for any reason and at any time remove and replace a member of Council from an appointment to external bodies and if a Council member is reasonably demonstrated to have failed to meet their obligations under section 11(3), Council must give good faith consideration to removing and replacing that Council member from the appointment.
- (3) Any Council member who is appointed by BCR or Motion to an external representation position must:
 - (a) be prompt, professional, prepared for and (subject only to exceptional circumstances such as emergency) attend all meetings of the external body;
 - (b) perform all duties and obligations of the appointment to the same standard as would a reasonably prudent person;
 - (c) report to Council regularly and promptly, including by:

- (i) providing a summary report about each meeting of the external body, at the subsequent Council meeting; and
- (ii) submitting any approved meeting minutes of the external body to the General Manager for inclusion in the materials for the next Council meeting;
- (d) ensure Council has access to the organization's founding and corporate documents;
- (e) consider Nadleh Whut'en best interests in all decision making at the external body; and
- (f) be deemed to resign from the appointed position upon that Council member ceasing to be a Council member.

14. Compensation Generally

- (1) The provisions of this section apply to all Council members, including the Chief.
- (2) All Council members are entitled to receive fair compensation for work they must perform as part time Councillors but only for the period that they hold elected office.
- (3) Council members must only accept payments and honoraria for work done as a Council representative (including work done as a representative of Council on an external board of directors or committee) if it is in compliance with all laws, including the FAL, and any other applicable policies and procedures of Nadleh Whut'en.
- (4) Payments to Councillors must only be for either:
 - (a) compensation for the work done as a Councillor; or
 - (b) reimbursement of an expense properly incurred while acting as a Councillor
- (5) Council compensation must be set at a rate established in the Nadleh Whut'en annual budget that is approved in compliance with:
 - (a) the annual budget procedure set out in the FAL, including the required involvement of the Finance and Audit Committee under that FAL, and
 - (b) policies or procedures established, or directions given respecting the means by which Members must be informed about or involved

in consideration of the annual budget, including any amendments to the annual budget.

- (6) Councillors will not get any additional compensation for participating on committees of Council as such participation is considered a requirement of all Council members under this Council Policy.
- (7) Councillors will not be entitled to any overtime or severance with respect to their time in office.
- (8) Each Councillor is required to attend work as many hours as necessary to complete their obligations under this Council Policy.
- (9) Council must annually prepare a document entitled "Schedule of Remuneration and Expenses" that sets out, separately, the remuneration paid and the expenses reimbursed to the Chief and each of the Councillors — acting in their capacity as such and in any other capacity, including their personal capacity — by Nadleh Whut'en, any Nadleh Whut'en Business; and by any entity that, in accordance with generally accepted accounting principles, is required to be consolidated with Nadleh Whut'en.
- (10) The Schedule of Remuneration and Expenses must be prepared at the same time but separately from the annual audited consolidated financial statements of Nadleh Whut'en.
- (11) The Schedule of Remuneration and Expenses must be disclosed to Members, including as follows:
 - (a) by giving a copy to any Member upon that individual's request; and
 - (b) on the website of Nadleh Whut'en within 120 days after the end of each financial year.

15. Compensation Chief Position is Full Time

- (1) This section 15 applies to the compensation of individuals for their role as Chief.
- (2) The Chief is entitled to fair compensation for full time commitment during the time that they hold elected office.
- (3) Any individual who is elected as Chief must not have any other employment during the time they are elected to office as Chief and if they have employment prior to election, they must take leave from that employment while in office.

- (4) Any individual who is elected as Chief may take outside contract work that does not involved Nadleh Whut'en or any of Nadleh Whut'en Business, provided that:
 - (a) the Chief must not accept contract work or employment with Nadleh Whut'en or any Nadleh Whut'en Business;
 - (b) the outside contract work must not conflict with the work of Nadleh Whut'en or any of Nadleh Whut'en Business; and
 - (c) the outside contract work must not prevent the Chief from dedicating the necessary time required to fulfill their role as a full time Chief under paragraph 15(5).
- (5) Subject to leave entitlement, the Chief must at a minimum be available to work 35 hours per week on Nadleh Whut'en matters.
- (6) The Chief is not an employee however pursuant to this Council Policy, they will be entitled to the following same types and amounts of leave as afforded to Nadleh Whut'en permanent full time employees under the Employee Handbook 2021:
 - (a) Statutory leave
 - (b) Vacation
 - (c) Bereavement leave
 - (d) Leave for victims of family violence
 - (e) Sick leavesubject to:
 - (f) vacation entitlement will not accumulate if the individual has held consecutive terms of office;
 - (g) pay in lieu of vacation is permitted;
 - (h) vacation entitlement cannot be carried over from one calendar year to the next; and
 - (i) vacation in the first year of term will be calculated *pro rata* if the Chief enters office after January 1 of the year.
- (7) The Chief is not entitled to receive both the general compensation paid to Council members pursuant to Article 16 of this Council Policy and the compensation paid for the Chief position as a full time councillor in the same period.

16. Compensation for Councillors who are Not Chief is Part Time

- (1) This section 16 applies to the compensation of individuals for their role as a Council member and not the Chief.
- (2) Councillors who are not the Chief are entitled to fair compensation for part time commitment during the time that they hold elected office.
- (3) The provisions of this Council Policy on compensation apply to compensation of Councillors as elected officials and does not affect their compensation as employees or service providers to Nadleh Whut'en.
- (4) Any individual who is elected as Councillor may take outside contract work that does not involved Nadleh Whut'en or any of Nadleh Whut'en Business, provided that:
 - (a) the outside contract work is not in conflict with the work of Nadleh Whut'en or any of Nadleh Whut'en Business
- (5) Any appointment of a Councillor to an external positions to represent Council, including any boards of directors at the Nadleh Whut'en Business, must be approved by BCR or Motion.
- (6) The following principles must apply to appointments of Councillors to external positions to represent Council:
 - (a) appointments to external positions are a shared and expected part of the role and responsibilities of all Councillors pursuant to section 8(5) of this Council Policy;
 - (b) all Councillors appointed to external bodies shall all receive the same rate of compensation, regardless of whether they are appointed to more than one external body and regardless of the number of hours worked;
 - (c) Councillors cannot be paid by an external body to attend represent Council because this type of work is what they already get paid to do under subsection 14(2), therefore compensation from any external body must be paid into general revenue of Nadleh Whut'en; and
 - (d) nothing in this section prevents Nadleh Whut'en from charging or collecting more that the budgeted expense amount for the Councillor remuneration.
- (7) Councillors are not entitled to any paid or unpaid leave, overtime or severance with respect to their time in office, except for the same type

and amount of leave as afforded to Nadleh Whut'en permanent part-time employees under the Employee Handbook 2021:

- (a) Bereavement leave.

17. Compensation and Vacancy of Office

- (1) Compensation for Council members pursuant to this Council Policy must only be paid for time during which the individual is in office.
- (2) If the office of Chief becomes vacant, then Council may by BCR or Motion:
 - (a) appoint another Councillor to perform the role of full-time Chief as set out in this Council Policy on an interim basis; and
 - (b) authorize payment of the equivalent compensation or less to the replacement Councillor.

18. Expenses

- (1) The reimbursement of any expense claims made by Councillors must be subject to and in compliance with all laws, and any relevant Nadleh Whut'en policies.

19. Donations and Gifts

- (1) Donations and gifts to Councillors are governed by the Conflict of Interest Schedule. Councillors are encouraged to consider the Nadleh cultural teaching that the first time you get a gift you should give it to someone else.

20. Meeting Procedures

- (1) Council will use the meeting procedures set out on Schedule C to this Council Policy, which procedures can be amended from time to time by BCR or Motion.
- (2) Council may use the template meeting agenda set out on Schedule D to this Council Policy, which agenda can be amended from time to time by motion of Council in a meeting.

21. Review and Amendment

- (1) Once every calendar year the General Manager must present this Council Policy at a Council meeting for review and discussion, for the purpose of Council to self-assess whether it is complying with the policy.

- (2) Every 3-5 years, Council will conduct an internal review of this Council Policy to identify whether it needs to be amended.
- (3) All amendments to this Council Policy must be approved by BCR or Motion passed by a Majority of Council and published pursuant to section 3(3) of this Council Policy.

22. Computation of Time

- (1) Unless otherwise stated in this Council Policy, the computation of time in this Council Policy will be in accordance with the *Interpretation Act*, RSC 1985, c I-21, as may be amended or replaced from time to time.

23. Enactment

- (1) This Council Policy approved by BCR or Motion on June 30, 2022, by Council of the Nadleh Whut'en First Nation and will be effective immediately.

Schedule A

Council Portfolio Terms of Reference

Capitalized terms used in these terms of reference are as defined in the *Nadleh Whut'en First Nation Council Policy, 2022* unless otherwise expressly indicated.

A. Appointment

Council has by band council resolution or motion on <@> [insert date of BCR or motion] appointed <@> [insert Councillor name] (the "**Portfolio Holder**") to hold the Council portfolio for the following areas of Nadleh Whut'en government:

1. <@> [list portfolio assignment, e.g. Finance, Health, Education...]

B. Mandate

The mandate of the Portfolio Holder is to be the primary:

1. internal liaison between Council and the senior Department Manager and General Manager with respect to all Portfolio matters requiring Council consideration, including attending meetings if invited by senior Department Manager or General Manager;
2. liaison between Council and any businesses owned Nadleh Whut'en with respect to the Portfolio; and
3. external liaison with any outside stakeholders relevant to the Portfolio, if and when necessary.

C. Authority and Limits - Liaison and Recommendation Role

1. The primary role of the Portfolio Holder is to gather information for Council about the Portfolio matters and make recommendations to Council on decisions requiring Nadleh Whut'en government approval.
2. Portfolio Holders are not permitted to make Nadleh Whut'en government decisions relating to the Portfolio without being given authority in advance by BCR or Motion, including:
 - a. Must not signing or verbally agreeing to any contracts that create liability on behalf of Nadleh Whut'en; and
 - b. Must not making any public statements on behalf of Nadleh Whut'en.
3. The Portfolio Holder may attend government to government meetings on behalf of Nadleh Whut'en for matters within the mandate, but must clearly state on the record at the outset, with regular reminders at subsequent meetings that they are not able to make decisions on behalf of Nadleh Whut'en without Council consent

and that their role is to gather information and make recommendations to Council.

4. The primary internal responsibility of a Portfolio Holder is to be a government liaison between Council and internal Nadleh Whut'en administrative departments to which the Portfolio relates. Therefore the Portfolio Holder must not interfere with the proper functioning and day to day operations of the departments.

C. Building Knowledge

All Portfolio Holders must:

1. develop a sound working knowledge and understanding of the Portfolio, including through continuing self-education;
2. meet with the relevant senior dept manager to discuss key issues concerning the Portfolio; and
3. attend relevant stakeholder meetings with respect to the portfolio but only if/when Nadleh Whut'en government representation is appropriate.

D. Reporting

1. At each regularly scheduled Council meeting, the Portfolio Holder will provide reports to and seek guidance from Council on the Portfolio and on any issues that may arise within the parameters of the mandate.
2. The Portfolio Holder may refer urgent matters that require advice between Council meetings to the Chief from time-to-time.

E. Administrative Support

The Portfolio holder does not have the independent authority to direct Nadleh Whut'en employees and contractors or the General Manager. Accordingly the Portfolio Holder:

1. must refrain from directing employees and contractors with respect to the Portfolio;
2. must conduct their work on the Portfolio with a view to minimizing undue impact on Nadleh Whut'en employees and contractors; and
3. may ask the General Manager to allocate administrative resources in support of Portfolio activities.

Schedule B

Committee of Council - Terms of Reference

Capitalized terms used in these terms of reference are as defined in the *Nadleh Whut'en First Nation Council Policy, 2022* unless otherwise expressly indicated.

A. Approval

Council approved the following committee terms of reference by band council resolution or approved motion on <@> [insert date].

B. Mandate

The mandate of the <@> [insert title] committee (the "Committee") is to:

1. <@> [list description of mandate].

C. Standing Committee or Ad-Hoc

The Committee will be:

- ☐ a standing committee that will exist until Council approves its dissolution by BCR or Motion; or
- ☐ an ad-hoc committee that will finish and be dissolved <@> [insert date or "once the mandate is complete"].

D. Authority and Limits - Recommendation Role

1. The Committee will have no independent decision making power but will be a recommendation body assisting Council to make a decision at a duly held Council meeting.
2. Any Committee spending or expenses must receive advance written approval from the General Manager.

E. Committee Membership

1. The membership of the Committee will be comprised of the Chief as an *ex officio* voting member and the following other members: .
2. Any Councillor may attend meetings of the Committee.

F. Committee Meetings

1. A Majority of the appointed Committee members will constitute a quorum and all Committee meetings must have quorum present.

2. The Committee must appoint a chair from one of its own members and that person will be responsible for administering all Committee meetings.
3. All Committee decisions will be attempted to be by consensus and if necessary, votes will be made by a show of hands.
4. Committee decisions must be approved a Majority of those members present and voting, and the chair of the Committee does not have a tie-breaking vote.
5. The Chief as a voting member of the Committee.
6. Councillors who are not members of the Committee may, with the consent of the Committee, take part in the Committee's discussions. However, unless a Councillor is a member of the Committee they will not be entitled to vote.

G. Reporting and Communication

1. The chair must ensure that written minutes are kept of each committee meeting and that all such minutes are presented to the committee at the next meeting for review and approval of the committee.
2. The Committee chair must submit copies of all Committee meeting minutes to the General Manager for inclusion in the next regular Council meeting package and, if the Committee has not approved its minutes in time for the next Council meeting, the chair must submit a written summary report of the Committee meeting instead.
3. The Committee chair must seek guidance from Council as/when necessary on any issues that may arise within the parameters of the Committee mandate.
4. The Committee chair may refer urgent matters that require advice between Council meetings to the Chief from time-to-time.
5. The Committee chair must attend any Council meeting to report verbally to Council if/when invited to do so.
6. The Committee chair must attend at least one meeting per calendar year with Nadleh Whut'en members, if invited to do so by Council.

H. Administrative Support

1. The Committee does not have the independent authority to direct Nadleh Whut'en employees and contractors, although they may, through Council, ask the General Manager to allocate resources in support of Committee activities.
2. The Committee will conduct its work with a view to minimizing undue impact on Nadleh Whut'en operations.

3. <@> [*insert list of supporting Nadleh Whut'en employees and contractors*], with approval of the General Manager, can act as resources to support the Committee with appropriate information to ensure the Committee can effectively carry out its mandate. The Committee may seek external support, such as other community members with knowledge in this area, to carry out its mandate, provided any spending receives advance approval from the General Manager.

Schedule C Council Meeting Procedures

The following meeting procedures will be used by Council and can be amended from time-to-time by BCR or Motion.

1. Chairperson

- (1) Each Council will appoint an individual to chair all Council meetings.
- (2) If the chairperson is a member of Council, they are entitled to vote at Council meetings.
- (3) The chairperson is responsible for:
 - (a) calling meetings to order;
 - (b) introducing agenda items;
 - (c) determining the order of speakers for each agenda item; and
 - (d) maintaining order in meetings and deciding all questions of procedure.

2. Quorum

- (1) A quorum is required for all Council meetings.
- (2) A Majority of Councillors then in office will constitute a quorum.
- (3) All motions before Council must be decided by a Majority of those Councillors present and voting at a duly convened meeting.
- (4) Any Councillor who is in conflict on a matter must be counted in the quorum of the meeting even if that Councillor must refrain from voting, refrain from discussion, or leave the room for any vote or discussion that they are conflicted out of.
- (5) If no quorum is present within 30 minutes after the time appointed for a meeting of Council, the General Manager will call the roll and take the names of the Council members present and Council will stand adjourned until the next meeting

3. Decisions at Council Meetings

- (1) All motions before Council must be approved using the following procedure at a duly called meeting:
 - (a) motioned by a Councillor who will read the motion;

- (b) seconded by another Councillor; and
 - (c) decided by a Majority vote of the Councillors present and voting.
- (2) Motions approved at a Council meeting must be recorded in writing and reflected in the minutes of that meeting.

4. Regular Meetings of Council

- (1) The first meeting of a newly elected Council must take place no later than 14 days after the electoral officer posts the election report or statement indicating the number of votes cast for each candidate, pursuant to the Election Procedure.
- (2) Council must generally conduct meetings as often as is necessary for Council to address the affairs of Nadleh Whut'en.
- (3) Council meetings will take place at the Administration Office on dates and at times set by the Chief unless determined otherwise by Council.

5. Councillor Attendance and Conduct at Meetings

- (1) Council members may attend Council meetings in person, by telephone or other electronic medium if all individuals participating in the meeting are able to communicate with each other.
- (2) During meetings of Council, no Council member will:
 - (a) use indecent, offensive or insulting language;
 - (b) disturb the meeting by engaging in conduct that is distracting, disruptive or disorderly; or
 - (c) interrupt another Council member who is speaking unless interruption is necessary to raise a point of order or a question of confidentiality.

6. Notice of Regular Meetings

- (1) Council must, at the beginning of each calendar year, cause the Executive Assistant to book the regular monthly meetings on the same day of the month for the coming year and send notice to all Councillors in writing.

7. Notice of Special Meetings of Council

- (1) If urgent matters arise in the affairs of Nadleh Whut'en, the Chief may call a special meeting of Council by providing each Council member at least twenty-four (24) hours written notice of the date, time and location of the

special meeting, and a summary of the urgent matter that will be discussed.

- (2) A notice under subsection (1) must be delivered by the Chief to each Council member either at an email address or at a texting phone number that is provided by each Council member for such purpose.

8. In Camera Meetings

- (1) For the purposes of this section, "in camera" any Council meeting that is held in private to the exclusion of all Members and other guests, except those expressly invited to attend by Council.
- (2) The following matters may be considered and discussed by Council in camera, at Council's discretion:
 - (a) personnel matters about an identifiable individual, including complaints made against a Council member, the General Manager or a member of staff;
 - (b) any matters that could harm the interests of Nadleh Whut'en if they were to become public;
 - (c) labor relations or negotiations relating to employment with Nadleh Whut'en;
 - (d) receiving advice from legal counsel, including regarding ongoing or potential litigation; and
 - (e) any other matters that Council may reasonably determine should be considered in camera in order to protect the interests of Nadleh Whut'en.
- (3) If an in camera meeting is held, it should be held as a separate meeting with a separate agenda, including call to order and adjournment.

9. Meeting Agenda

- (1) All Council meetings will follow the template agenda set out as Schedule D to this Council Policy and Council may amend the template agenda at any time.
- (2) The Chief, supported by the General Manager and with the advice of Council, is responsible for setting the agenda for all meetings of Council.
- (3) Each agenda should set out the wording of any recommended motions that are contemplated for presentation at that meeting.

10. Meeting Minutes

- (1) The chairperson is responsible for delegating someone to take minutes at all Council meetings and the General Manager is responsible for maintaining administrative copies of all Council meeting minutes.
- (2) The minutes of a Council meeting should unless approved otherwise by Council, adhere to the following guidelines:
 - (a) set out the names of those in attendance;
 - (b) set out the times of any person recusing themselves/returning to the meeting;
 - (c) provide a summary, not verbatim transcripts, of Council discussions;
 - (d) reflect that Council deliberated before making a decision, which might include documentation of a brief summary of the options considered, or pros and cons raised; and
 - (e) identify any motions made as Band Council Resolutions, and the outcome of any votes taken or consensus reached, including the number of yays, nays and abstentions, but not identifying which way particular individuals voted, unless a Council member asks that their vote go on record in which case that person's identity associated with their vote must be documented.
- (3) The Chief must review all minutes of meetings prior to presentation for approval a subsequent Council meeting.
- (4) Minutes of all Council meetings should be presented for approval at the next meeting of Council.
- (5) The General Manager must store all Council meeting minutes in a locked, firesafe cabinet, or on a password-secured computer system.
- (6) The minutes, records or proceedings of any *in-camera* Council meeting will be kept in confidence by every person permitted to attend the meeting and only Council members, the General Manager and professional advisors to Council may review those minutes.

Schedule D
Template Agenda for General Council Meeting
and In Camera Council Meeting

Nadleh Whut'en First Nation
General Council Meeting Agenda, <@>Date/Time
Nadleh Whut'en Band Office

1. CALL TO ORDER GENERAL MEETING
2. DISCLOSURE OF CONFLICT OF INTEREST
3. CONFIDENTIALITY AND OATH OF OFFICE
4. APPROVAL OF AGENDA

Recommended Motion: THAT the Nadleh Whut'en First Nation Council approve the agenda for General Council Meeting dated <@> [insert date].

5. APPROVAL OF MINUTES: MEETING HELD <@> [insert date]

Recommended Motion: THAT, the minutes of the meeting of the Nadleh Whut'en First Nation Council held [date] be approved.

6. CHIEF'S VERBAL REPORT
7. SENIOR MANAGER REPORT
8. COUNCILLOR PORTFOLIO REPORTS

8.1 <@> [list each portfolio]

9. OTHER REPORTS [if any, list]

9.1 Committees

9.2 External Appointments (Boards of Directors, etc.) [if any, list]

9.3 Guest Reports [if any, list]

8.3.1 Nadleh Whut'en Business - [General Manager or Chair]

10. OTHER BUSINESS
11. NEXT MEETING: [date]
12. ADJOURN GENERAL MEETING

[break if necessary]

Schedule E Oath of Office

I, _____ do solemnly swear and affirm that I will support and defend the laws, values and policies of the Nadleh Whut'en Indian Band, that I will bear true faith and allegiance to same, and that:

1. I will faithfully, honestly and consistently perform the duties of my office to best of my judgment and ability, remembering that my primary duty is to serve the Nadleh Whut'en First Nation;
2. I will promote and uphold the integrity and dignity of the Nadleh Whut'en First Nation and its Programs and Employees;
3. I will not allow any private interest to influence my conduct in public matters of the Nadleh Whut'en First Nation. I will promptly disclose any "Conflict of Interest, directly or indirect financial interest I have in a matter; and I will not participate in the discussion of the matter and will not vote in respect of the matter;
4. I will honor, respect and support the "Elders" of the Nadleh Whut'en First Nation;
5. I will be prompt, courteous and temperate in the performance of my duties;
6. I will maintain respect for my colleagues, the managers and of the Nadleh Whut'en First Nation;
7. I will demonstrate and practice honesty, fairness, respect, justice and objectivity in my involvement in the governance affairs of the Nadleh Whut'en First Nation;
8. I will not publicly criticize the laws or the policies of the Nadleh Whut'en First Nation. I feel that changes would be advisable, I will provide constructive criticism or suggestion through the proper channels of law making or amending process of the Nadleh Whut'en First Nation; furthermore I will respect the authority of the government Chief and Council and other governance structures of the Nadleh Whut'en First Nation;
9. I will use information obtained on the job for the intended purpose only. I will give out official, classified or confidential information only when the Nadleh Whut'en First Nation has authorized the release of such information;
10. I will be accountable to the Nadleh Whut'en First Nation membership including reporting to the electorate on a regular basis; and will discharge my duties and responsibilities in a manner becoming my position.
11. I will continually work toward self-improvement and professional development.

I do further affirm that I take this Oath of Office freely, without mental reservation or purpose of evasion.

By the Grace of our Creator, I do Swear.

Nadleh Whut'en Council Member

Witness/Elder

Date

Nadleh Whut'en First Nation
In Camera Council Meeting Agenda, <@>Date/Time
Nadleh Whut'en Band Office

1. CALL TO ORDER IN CAMERA MEETING
2. DISCLOSURE OF CONFLICT OF INTEREST
3. CONFIDENTIALITY AND OATH OF OFFICE
4. APPROVAL OF AGENDA

Recommended Motion: THAT the Nadleh Whut'en First Nation Council approve the agenda for In Camera Council Meeting dated <@> [insert date].

5. APPROVAL OF IN CAMERA MINUTES: IN CAMERA MEETING HELD <@> [insert date]

Recommended Motion: THAT, the minutes of the In Camera meeting of the Nadleh Whut'en First Nation Council held [date] be approved.

6. <@> LIST IN CAMERA AGENDA ITEMS]
7. NEXT IN CAMERA MEETING: [date]
8. ADJOURN IN CAMERA MEETING