



# N'QUATQUA

120 Casper Charlie Place  
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## N'Quatqua Governance Policy

Adopted by Chief and Council at a duly convened  
membership meeting on April 28, 2022



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## N'Quatqua Governance Policy

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## CHIEF & COUNCIL POLICY

**WHEREAS** the Chief and Council of N'QUATQUA wishes to establish a policy to ensure good governance for N'Quatqua and its Members;

**THEREFORE** the Chief and Council of N'QUATQUA at a duly convened meeting, resolve to adopt the following policies as our N'Quatqua Governance Manual, replacing any and all previous governance policy documents.

## PURPOSE OF POLICIES

The purpose of the policies in this Governance Manual is to maintain a harmonious and mutually beneficial relationship between Chief and Council and N'Quatqua Members. These policies describe the political, functional and legal roles and responsibilities of the Chief and Council and define the operational procedures to ensure and promote good governance. Chief and Council of N'Quatqua desire to serve the people fairly and efficiently; accordingly, Council is determined to establish an effective working relationship with fellow Councillors and the N'Quatqua Membership. Furthermore, Council desires an appropriate relationship with the administration of programs and services to Members. As such, the Council is responsible for the strategic-planning and visionary leadership of N'Quatqua while the day-to-day activity of staff is the job of the Administrator. The responsibility of the Council vis a vis the economic development corporation and other, First Nation controlled entities will be set out in other laws, policies and corporate or constitutional documents.

## DEFINITIONS

In these policies:

**Band Manager** - means the N'Quatqua Band Manager

**Chief**- means the Chief Councillor of N'Quatqua

**Committee** - means a committee of N'Quatqua established and approved by Council;

**Community Members** - means someone who lives on reserve or has close ties with the community, but is not a N'Quatqua Member;

**Council** - means the elected Chief and Council of N'Quatqua as defined by the N'Quatqua Election Code

**Councillor** - means a member of the Council and includes the Chief

**First Nation** - means the N'Quatqua

**Member**- means a registered Member of N'Quatqua as defined by the N'Quatqua Membership Code

**Membership**- means the entirety of the membership of N'Quatqua as defined by the N'Quatqua Membership Code

**Elder**- means an N'Quatqua Member over the age of fifty years

**Person** - means an individual, a corporation, a society or other non-profit organization, a partnership, a government or any government agency or department, a trustee, any unincorporated organization and includes heirs and legal representatives of an individual.



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## POLICIES

### Policy No. 1.0 - Guiding Principles

#### *Core Purpose*

Councils purpose is to self-govern in a way which sustains, furthers, and promotes a healthy, successful community in which all Members have the means to safely live, work, learn and play.

#### *Vision*

"We will honour and respect our lands and resources through a holistic approach. We are a strong, loving, healthy and sustainable community with a consistent approach to education, culture, and language. Our self-governance system allows us to grow and meet our needs."

#### *Values*

Our core values are to:

- Reflect the N'Quatqua culture, values and traditions;
- Honour our lands and resources;
- Incorporate a process for feedback, evaluation, accountability and reporting;
- Provide the opportunity for all membership to participate;
- Promote an open and inclusive governance and administrative system; and,
- Promote respect for oneself and respect for others.

#### *Mission Statement*

"The role of Chief and Council is to promote and encourage families to create and maintain a healthy community. We support the development of self-governance while respecting our relationship with the land, culture, and language."

### Policy No. 2.0 - Leadership

#### *Governing Style*

The governing style of Council is to focus on leadership that will emphasize:

- The sustainable future of N'Quatqua;
- A clear separation between the roles of the Council and staff while acknowledging that these will overlap from time to time;
- Pro-active rather than reactive leadership; and,
- Accountability and transparency.

In this spirit, Council will:

- Be accountable to Members in the performance of its duties and obligations;
- Restrict its primary role to strategic planning and governance rather than day-to-day administrative matters;
- Direct, control and inspire N'Quatqua by carefully studying, reviewing and establishing council policies;
- Ensure attendance at any meeting or event that requires it attendance;
- Treat individual Councillors with dignity and respect;
- Respect the role of the Council;



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- Respect the role of Chief Councillor;
- Speak with one voice, representing all Council;
- Respect and comply with all First Nation laws, by-laws, codes, rules, regulations and policies;
- Demand accountability when Councillors stray from good governance and the policies contained in
- this Chief and Council policy;
- Monitor and regularly review Council's own process, attendance and performance.

## **Policy No. 3.0 - Code of Conduct**

Councillors are expected to conduct themselves in an ethical, legal and professional manner. This expectation includes proper use of authority and appropriate group and individual behavior at all times.

### *Authority*

Except as explicitly set forth in these policies and any other applicable N'Quatqua policies or laws, no Councillor shall attempt to exercise individual authority over N'Quatqua. Therefore:

- Council must speak with one voice. Only Chief and Council as a whole have the authority to direct the Band Manager, except as noted in these and other applicable policies or laws;
- Councillors have no authority to interact with the public, the media or other entities on behalf of Council regarding an issue or issues that affect or may affect the First Nation without prior discussion of such issue or issues and prior approval of Council regarding such interaction;
- Councillors will make no judgement of the Band Manager or staff performance unless that performance is assessed against explicit Council policies by the official process governing such performance review;
- Councillors will respect all documents and instruments signed by approved signing authorities acting on behalf of the Band, including, without limitation, Band Council Resolutions, contracts, purchases and payments. Councillors will also respect all approval procedures for such documents as established from time to time;
- Unless otherwise stated in these policies, under no circumstances will Council directly advise, instruct, consult, direct, discipline or otherwise interact with staff, except through the Band Manager

### *Loyalty*

The Council's ultimate loyalty is to the Members and N'Quatqua. This loyalty supersedes:

- Loyalty to any advocacy or special interest groups, and membership on other boards or staffs;
- The personal interest of any Councillor acting as an individual user of N'Quatqua programs and services.

Furthermore:

- Defamatory, inflammatory or otherwise false statements made by Council or a Councillor about N'Quatqua or its operations will not be tolerated and will be subject to disciplinary procedures.
- A Councillor will not do anything that s/he knows may adversely affect N'Quatqua's



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public image or credibility, particularly in ways that would hinder the N'Quatqua's accomplishments of its strategic goals.

## *Conflict of Interest*

Council and Committee members shall comply with the "Conflict of Interest Rules for Council and Committee Members" policy attached as Appendix A to this document.

## *Confidentiality*

No Councillor will use or divulge to anyone, any personal information acquired as a result of his/her role as Councillor for his/her own benefit or advantage or for the benefit or advantage of any other person.

No Councillor or Committee member will divulge any personal or other otherwise confidential information that is acquired as a result of his/her office or position role and must be kept confidential in the best interests of N'Quatqua. Council will take all steps that are reasonably necessary to ensure that any such information is kept confidential.

The minutes, records or proceedings of any in camera (closed to the public) Council meeting or Committee meeting will be kept in confidence in accordance with this policy by every Councillor and Committee member or other person(s) invited or permitted to attend the meeting.

## *Communication*

Council communications will be guided by the following principles:

- Deal with all persons in a fair, responsible and ethical manner and with honest, respectful communication.
- Maintain close communications with the Membership regarding N'Quatqua policies, programs, services and finances -the official spokesperson for Council in this regards being the Chief, except where the Chief delegates this role to another Councillor or the Band Manager.

## *Reporting and Access to Information*

Council will report, on an annual basis or with such greater frequency as may be reasonably required, to the Membership on N'Quatqua's financial statements and N'Quatqua administered programs and services.

Subject to these policies, Council shall permit Members access, at all reasonable times, to the non-confidential minutes of Council meetings, N'Quatqua laws, bylaws and resolutions, the N'Quatqua annual budget, audited financial statements and N'Quatqua administrative policies.

Personal information about Members will not be disclosed to any person except in accordance with N'Quatqua privacy laws and policies and, in the absence thereof, generally accepted privacy principles.

## *Accountability*

Council is accountable to N'Quatqua and the Members in the performance of its duties, and obligations. Councillors must carry out their duties in good faith and with diligence, care and skill.



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## **Policy No.4.0 – Council Roles and Responsibilities**

### *Governance*

The Council's primary responsibility is to govern as one.

The Council shall wield its authority as a whole and shall speak with one, unified voice.

The Chief is a Councillor and has limited additional roles including the spokesperson for Council. Individual Councillors, including the Chief, cannot make decisions on their own on behalf of the Council or on N'Quatqua's behalf.

The Band Manager is obligated to follow the direction of Council, but never obligated to follow the direction of an individual Councillor acting alone.

Council will govern with an emphasis on:

- Collective leadership;
- Acknowledgment of, and appreciated for, differing viewpoints;
- Respect for the separate roles and responsibilities of Council and N'Quatqua staff;
- The sustainable future of N'Quatqua rather than the past or present.

### *General Council Powers and Responsibilities*

Council's powers and responsibilities include:

- Make and approve laws, bylaws, regulations, rules, codes, directives, guidelines or other authorizations, standards, declarations, notices, requirements and directions;
- Spend First Nation funds on behalf of and in the best interests of N'Quatqua and the members;
- Call and conduct N'Quatqua meetings;
- Call and hold referendums for Members to decide on major decisions affecting N'Quatqua interests;
- Approve policies and objectives and ensure the Band Manager carries them out;
- Grant interests in N'Quatqua land;
- Communicate with the Band Manager in accordance with these policies and other applicable N'Quatqua policies or laws;
- Hire and fire the Band Manager, according to the procedures described in the Personnel Policy Manual;
- Approve rules governing Council's own procedures that are not addressed within this Governance Policy;
- Support the Band Manager in decisions made in accordance with this and other N'Quatqua policies and laws;
- Establish Committees;
- Establish complaints and appeals procedures including independent bodies to resolve disputes; and,
- Establish and maintain relationships on behalf of N'Quatqua;



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## *Strategic Planning*

Council recognizes the importance of strategic planning to the future of N'Quatqua.

Accordingly, Council will undertake the following:

- Establish and review N'Quatqua's vision, long and short term goals, objectives, policies, laws, bylaws, regulations and procedures related to N'Quatqua administrative programs and services and ensure that they are followed and implemented;
- Define specific goals and objectives for N'Quatqua programs and departments through the approval of annual work plans for the administration;
- Regularly review and approve and, where necessary, revise N'Quatqua's strategic plan; and,
- Develop a communication strategy to keep the Membership more aware of Council's decisions.

## *Finance*

With respect to N'Quatqua's finances, Council's responsibilities include the following:

- Approve N'Quatqua's annual budget and budgets for all N'Quatqua's programs, departments and services;
- Authorize certain banks as the depositories for the N'Quatqua's funds;
- Negotiate funding arrangements with Indigenous Services Canada or its successor and other government departments, and other sources of funding for matters that fall within N'Quatqua's jurisdiction, and for which the Council has assumed responsibility;
- Be fully accountable to the Membership and to N'Quatqua's funding agents and establish such policies that may be necessary to ensure financial accountability; and,
- Appoint an auditor on an annual basis to perform an independent audit the finances of N'Quatqua.

All cheques issued and banking transactions on N'Quatqua's accounts will require signatures of no less than one Councillor and the Band Manager, or two Councillors.

## *Capital Projects*

Council shall:

- Approve and review the Comprehensive Community Plan for N'Quatqua;
- Approve any new capital or infrastructure projects of N'Quatqua;
- Negotiate and approve any service and taxation agreements with other governments.

## *Agreements*

Council shall cause all contracts and agreements to which N'Quatqua is a party to be carried out according to their terms.

All contracts, agreements, documents or any instruments requiring execution on behalf of N'Quatqua will be signed by any two Councillors, except as provided under these policies or other applicable N'Quatqua policies or laws.

Council may, from time to time, authorize the Band Manager to be signatories on behalf of N'Quatqua.





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## *Other Governments*

Council shall:

- Subject to these policies, liaise with all levels of government and government agencies and departments on all matters affecting N'Quatqua.
- Represent N'Quatqua's interests and the concerns of its members at meetings and conferences and report back to the Membership on key issues and concerns raised at these meetings and conferences.

Council has the discretion to delegate authority to designated bodies at the regional, Provincial and national level, to speak on behalf of N'Quatqua on matters pertaining to N'Quatqua's interests.

## *Meetings*

Council shall conduct its regular Council meetings in accordance with the procedures in Appendix B of this Governance Manual.

Council shall conduct regular Membership Meetings in accordance with the procedures in Appendix C of this Governance Manual.

Council shall conduct the Annual General Meeting (AGM) in accordance with the procedures in Appendix D of this Governance Manual.

## *Portfolios*

Council may establish portfolios whereby an individual Councillor will be delegated specific responsibilities in a specified area of Council's jurisdiction. Portfolio holders will be advisors to Council and will not direct staff.

## *Chief's Role*

The Chief is responsible for providing leadership to the Council and ensuring the integrity of Council's internal processes is preserved such that Council behaves consistently with its own rules and those rules legitimately imposed upon it by a person having jurisdiction to do so.

Accordingly, the Chief:

- Is the first among equals, which means the position has no exclusive decision making powers, except in emergencies. In such cases of emergency, the Chief will report to the Council as soon as possible following his/her decision. The Chief should know the Council well enough that the decisions made in emergencies will meet approval of the Council;
- Speaks on behalf of the Council or delegates this authority;
- Represents N'Quatqua at ceremonial and other special functions or delegates this authority;
- May sit on any Council authorized committees and may delegate this authority to another Councillor; and,
- May delegate to another Councillor any of his/her roles and responsibilities.



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## *Vacancy*

Where there is a vacancy or vacancies on Council, the remaining Councillors may continue to exercise all the powers of Council until a new Councillor is elected, so long as a quorum of Council remains in office, (Please refer to Section 12.1 of the Election code regarding Vacancy).

## *Remuneration*

Council is eligible to receive Honoraria and travel reimbursement for their Council role. Rates will be established or amended by Council vote conducted as part of the proceedings of a duly convened Council meeting. Prior to the vote, the senior N'Quatqua finance person will deliver a report to a General Membership Meeting outlining the impact of the proposed rate changes, and the ability of N'Quatqua to pay the proposed rates, along with comparisons to rates for similar leadership positions in other local governments in the region.

## **Policy No. 5.0 - Council Orientation**

### *Core Purpose*

The purpose of orientation is to acquaint each Councillor with N'Quatqua, the Council, and the obligations and responsibilities of the individual Councillor. Orientation will be an ongoing process.

### *Orientation to the Council*

Orientation of the Council will be done before or at the first meeting of new Councillors. A discussion of relevant topics will help re-orient incumbent Councillors and introduce new Councillors to the operation, roles and responsibilities of Council. Supporting information will be distributed at this meeting together with this Governance policy.

Orientation will focus on three areas:

- The importance of the Council and its contribution to meeting the needs of N'Quatqua and the Members;
- A review of the N'Quatqua Strategic Plan, Governance Policy, the Financial Policy, the N'Quatqua Band Conflict of Interest Rules, and any other policies that Council declares subject to this policy; and,
- Council's relationship with other organizations, groups and governments.

Outgoing Councillors should act honestly and in the best interests of N'Quatqua for the purpose of assisting the new Council in the orientation process and to facilitate the transition between Councils and Councillors.

## **Policy No. 6.0 – Unity of Control**

Only decisions of the Council acting as one are binding on the Band Manager.

Accordingly:

- Decisions or instructions of individual Councillors or Committees are not binding on the Band Manager, except in rare situations when the Council specifically authorizes the exercise of such authority by Band Council Resolution;



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- If an individual Councillor or Committee member requests information or assistance without Council authorization, the Band Manager can refuse those requests that require (in the reasonable opinion of the Band Manager) a material degree of staff time or funds, or are disruptive to the Administrator's other responsibilities;
- All requests for information must be made in writing;
- Personal information about other Members will not be disclosed except in accordance with the First Nation's privacy laws and policies and, in the absence of which, generally accepted protection of privacy measures except as provided in this Governance Manual or other N'Quatqua policies or laws;
- The Band Manager is the Council's only link to administrative activities and conduct.

Therefore:

- The Council will never give instructions to persons who report directly or indirectly to the Band Manager;
- The Council will refrain from evaluation, either formally or informally, of any staff, other than the Band Manager;
- The Council will view the Band Manager's performance as identical to the performance of N'Quatqua's office. Therefore, the accomplishments of Council's stated goals will be viewed as the success of the administrator's performance;
- With respect to the treatment of paid and volunteer staff, the Council and the Band Manager will operate within the guidelines in the N'Quatqua Band Personnel Policy Manual.

## **Policy No. 7.0 - Complaints and Dispute Resolution Procedure**

Any Member who believes that Council and/or the Band Manager are not following the policies contained in this policy can direct his or her concerns in writing to the Band Manager for consideration and the Band Manager will respond to the complainant within 15 days.

If the Member is unsatisfied following the response of the Band Manager, s/he may direct his/her reasons and concerns in writing (and in person if s/he so requests) to the Council for consideration and Council will respond within 15 days.

## **Policy No. 8.0 – Revisions**

From time to time, the policies in this Governance Manual may require revision. Council will review these policies on a bi-annual basis. Proposed revisions will be shared at a N'Quatqua General Membership Meeting and subsequently adopted by resolution at a duly convened N'Quatqua Chief and Council meeting.



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## **APPENDIX A- CONFLICT OF INTEREST RULES FOR COUNCIL AND COMMITTEE MEMBERS**

### **Application**

1. These rules apply to members of N'Quatqua Council and members of committees established by Council.

### **Related Person**

2. In these rules "Related Person" in relation to a person subject to these rules, means a spouse, parent, parent-in-law, sibling, child, grandchild, dependant, aunt, uncle, niece, nephew, any person with whom that person currently resides, or a corporation or other organization in which that person has an interest.

### **Financial Benefit**

3. In these rules, "Financial Benefit" includes, but is not limited to:
  - a) Employment benefits;
  - b) Contract benefits;
  - c) Education, medical or other social benefits;
  - d) Honorariums which are above those previously agreed upon;
  - e) The payment of any money; and
  - f) The allotment, leasing or other grant of an interest in N'Quatqua lands.

### **Prohibition**

4. A councillor, employee or member of a committee must avoid all circumstances that may result in actual or perceived conflict of interest.

### **When Conflict of Interest Arises**

5. For the purposes of these rules, a "conflict of interest" will arise when:
  - a) A Councillor, employee, or member of a committee exercises an official power or performs an official duty or function in the execution of his or her office, job or committee and at the same time knows or ought to know that in the performance of the duty or function or in the exercise of the power there is opportunity to receive a Financial Benefit for themselves or to provide a Financial benefit to a Related Person or to otherwise create an advantage for him or her or a Related person over and above any other member of the public; or
  - b) A Councillor, employee, or committee member's personal interests supersede or compete with their dedication to the best interests of N'Quatqua.



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## **Perceived Conflict**

6. For the purposes of these rules, a Councillor, employee or committee member has a perceived conflict of interest if there is a reasonable perception, which a reasonably informed person might have, that in the Councillors, employee's or committee members exercise of an official power or performance of an official duty or function must have been affected by his or her private interest.

## **Uncertainty**

7. Where a Councillor, employee or committee member is uncertain as to whether a conflict of interest may exist, the situation must be disclosed to Council, and Council will decide whether a conflict of interest does exist.

## **Entire Council**

8. In the event that an actual or perceived conflict of interest affects the entire Council, the Band Manager will refer the matter to a General Membership Meeting for guidance and direction.

## **Duty to Report**

9. In the event a Councillor, employee or committee member believes another Councillor, employee or committee member to be in an actual or perceived conflict of interest, such person shall immediately report the matter to the Council.

## **Gifts**

10. A Councillor, employee or committee member will not, directly or indirectly, accept a fee, gift or personal benefit that is connected with his or her performance of his or her duties unless the gift or personal benefit is a result of protocol, in which case it will be disclosed, or the fee is authorized compensation.

## **Influence**

11. A Councillor or committee member must not use his or her position to attempt to influence in anyway a decision or other action to be made or taken at a meeting or by the staff, if the Councillor or Committee member has a financial interest or other private interest in the matter to which the decision or action relates. A Councillor or committee member must not use his or her position to attempt to influence in any way a decision or action to be made or taken by any person, if the Councillor or committee member has a financial interest in the matter to which the decision or action relates.



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## Inside Information

12. A Councillor, employee or committee member or a former Councillor, employee or committee member shall not use any information that was obtained in the performance of his or her office and is not available to the general public for the purpose of gaining advantage over other members of the public or for the purpose of gaining or furthering a direct or indirect Financial Benefit.

## Duty to Avoid Conflict

13. Councillors, employees and committee members will arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest under these rules.

## Procedures

14. A Councillor, employee or committee member with an actual or perceived conflict of interest will, without delay, declare the actual or perceived conflict of interest as follows:
  - a) If a Councillor or Band Manager, to Council;
  - b) If an employee other than the Band Manager, to the Band Manager, who will notify Council;
  - c) If a committee member, to the applicable committee, which will notify Council and Council shall advise of the appropriate action in each case.
15. A Councillor, employee, or committee member who attends a meeting and has reasonable grounds to believe that he or she has an actual or perceived conflict of interest in a matter that is being considered, will disclose the general nature of the actual or perceived conflict of interest and will:
  - a) Not participate in any discussion or decision or vote on any question in respect of the matter;
  - b) Immediately leave the meeting or the part of the meeting during which the matter is under consideration;
  - c) Not sign a Band Council Resolution, committee resolution or letter in respect of the matter; and
  - d) Not attempt in any way, whether before, during or after the meeting, to influence the opinion or vote of the council or committee on any question.

## Council Disclosure

16. The Chief and each Councillor (and any interim replacements thereof) must disclose the following information upon election or appointment to office and whenever there is a change in the information disclosed under this section:
  - a) All employment currently held by him or her
  - b) Any existing conflicts of interest;
  - c) The name of any company or organization in which the Councillor holds financial interest.



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## **Penalty**

17. Any Councillor or committee member who fails to make a complete disclosure of a conflict of interest may lose their position without prejudice to any other disciplinary or legal action the Council, on behalf of N'Quatqua, may take.



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## **APPENDIX B- COUNCIL PROCEDURES AND REGULATIONS FOR THE CONDUCT AND CONTENT OF COUNCIL MEETINGS**

### **Schedule and Attendance:**

- Council will meet in person or virtually on N'Quatqua reserve lands on a regular basis, and no less than once per month to conduct its business.
- Council will hold its first meeting within the month immediately following an election.
- Collectively, Council will schedule and provide adequate notice in writing of the date, time and location of all council meetings and other meetings which Councillors are expected to attend.
- Any Councillor may call an emergency meeting of the Council to discuss important business which cannot wait until the Council's next regular meeting.
- Each Councillor will attend all N'Quatqua community meetings and Council meetings and follow all approved meeting procedures.
- With agreement of the other Councillors, a Councillor may be permitted to participate in Council meetings via audio or video conferencing technology. Participation by audio or video conferencing technology shall be included in the determination of quorum.
- If a Councillor is unable to attend a duly convened Council meeting, the remaining Councillors can meet to discuss the issues and make decisions without that Councillor provided that all other Council procedures, including the rules governing quorum, are followed.
- If a Councillor is absent at three consecutive duly convened meetings without authorization, they will be disqualified and removed from their Council office as per the N'Quatqua Election Code.

### **Quorum**

- Quorum for Council meetings is a majority of Councillors
- If a quorum is not present within fifteen minutes of the time appointed for the meeting, the names of the Council Member(s) present will be recorded and the Council will adjourn all matters until the next meeting.

### **Councillor's Decisions**

- Council's decisions will only be effective upon a duly passed Band Council Resolution and supporting documentation attached.
- All decisions made by the Council must be decided by a majority of the councillor's present.
- All Councillors present shall vote unless they are excluded due to a conflict of interest. For greater clarity, the Chief Councillor has the right to vote as any other Councillor on any decision before Council.
- On every vote taken, Councillors shall announce their vote individually and openly. Refusal or abstaining to vote shall count as a vote against the resolution.





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## **Order of Business at Regular Meetings**

The order of business at council meetings shall be:

- Reading, correcting and adopting the minutes of the previous meeting;
- Unfinished business from the previous meeting;
- Presentations and correspondence;
- Other Business;
- Adjournment.

## **Minutes**

Council will retain minutes of all Council Meetings. Council shall appoint a member of staff to take the minutes at each such meeting. The minutes of Council Meetings will be made available to Membership following their adoption at the next regular meeting. Council will provide copies of minutes to Members upon request. Minutes of council meetings held in camera will not be disclosed to Members. Personal information about other N'Quatqua members will not be disclosed in accordance with generally accepted protection of privacy measures unless otherwise approved by Council.

Council must file the minutes of in camera meetings in a secure place. These minutes are closed to the public unless and until such time, as determined by Council is no longer confidential.

## **Agenda**

- The Council will advise the Band Manager to prepare an agenda for each meeting.
- The agenda lists the order of items to be discussed and resolutions to be considered.
- The agenda, minutes of the previous meeting and background information will be distributed far enough in advance such that Councillors have an opportunity to properly prepare for the meeting.

## **Additions to Agenda**

Proposed additions to meeting agendas will be dealt with as follows:

- If a quorum is reached but not all Councillors are present at a meeting at which a proposal is made to add a matter to the agenda, Council may add the matter to the agenda for consideration if all present Councillors agree to its addition, but no decisions respecting the matter will be made until the next meeting and all councillors have had the opportunity to adequately consider the matter;
- If all Councillors are present at a meeting at which a proposal is made to add a matter to the agenda, Council may add the matter for consideration and deliberation if all councillors agree to its addition and a decision may be made on that matter.

## **Adoption of New Policy**

New policy must be shared with N'Quatqua Members at a General Membership Meeting prior to a Council vote at a duly convened Chief and Council meeting to approve and implement the



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## Referendum

Council will have discretion on whether a formal, binding referendum of Members is required to ratify a decision or agreement. Council will make the rules for the referendum and publish said rules via social media and/or posted in public buildings on reserve at least one-month in advance of the referendum.



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## **APPENDIX C - PROCEDURES AND REGULATIONS FOR THE CONDUCT AND CONTENT OF GENERAL MEMBERSHIP MEETINGS**

General Membership Meetings will be held at least quarterly.

Notice of a general membership meeting will be circulated via social media and /or posted in public buildings on reserve at least one week in advance of the meeting.

General Membership Meetings are for the purposes of providing Council reports and updates, program reports and updates, and to hear community feedback and concerns.

The Chief Councillor will chair the meeting and maintain decorum. The Chief Councillor may delegate the chair to another appointed representative.



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## **APPENDIX D - PROCEDURES AND REGULATIONS FOR THE CONDUCT AND CONTENT OF ANNUAL GENERAL MEETINGS (AGM)**

Annual General Meetings will be held each year on the last Saturday of October or as soon as feasible thereafter.

Notice of an Annual General Meeting will be circulated via social media and posted in public buildings on reserve at least two weeks in advance of the Annual General Meeting.

The order of business at the Annual General Meeting shall be:

- Auditors report of the audited financial statements for the proceeding year;
- Council updates;
- Program updates; and,
- Voting in of new Members as per the N'Quatqua Membership Code.

Council will appoint an independent chair for the AGM and that person will not be a N'Quatqua Member. The Chair is responsible for maintaining decorum.



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## **APPENDIX E - TERMS OF REFERENCE FOR ESTABLISHING A COMMITTEE**

The following is a list of the standard elements that should comprise a Committee/Board's "Terms of Reference":

### **1. DEFINITIONS**

- Define any acronyms that are used in the Terms of Reference.
- Define any other groups (e.g. "Members refers to ...)

### **2. NAME AND TYPE**

- What type of Committee/Board is this (i.e. advisory, ad-hoc, standing, steering, decision making, etc.)?
- What will this Committee/Board be named?
- Give a general overview of how and why the Committee/Board was established.
- 

### **3. GENERAL PURPOSE AND MANDATE**

- Identify the authority given by the Council to the Committee/Board to carry out specific tasks on its behalf.
- Include a statement that the Committee/Board will be provided with copies of the N'Quatqua Strategic Plan, bylaws, and relevant policy manuals as reference materials. This will ensure the Committee/Board is oriented to the same goals as the Council
- Generally, what is the Committee/Board expected to achieve on the Council's behalf?
- Identify how much freedom the Committee/Board has to carry out its general purpose.
- What is the tenure (when does it begin and end) of the Committee/Board?

### **4. KEY DUTIES AND RESPONSIBILITIES:**

- What are the specific tasks of the Committee/Board?
- How will it work towards accomplishing these tasks?
- Conflict of Interest Guidelines will apply and all individuals appointed to a Council Committee must agree to abide by the "Conflict of Interest Rules for Council and Committee Members" contained in this Policy.

### **5. APPOINTMENT OF COMPOSITION:**

- How are members selected/removed?
- How long do members serve?
- Will there be alternate members and if so, how will they be identified?
- What is expected of members in the way of experience, ability, knowledge, etc.?
- How the chairperson is identified and how long does he/she serve?

### **6. MEETINGS:**

- How often are meetings held?
- How are meetings scheduled?
- A requirement that all agendas be provided to Committee members and Council in advance.
- Who organizes and notifies other members of meetings?



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- Who takes the minutes?
- Can community members attend some, all, or none of the meetings?
- How meeting information is communicated?

## **7. RESOURCES:**

### *Financial*

- What funds are allocated to the Committee/Board?
- What is the purpose of these funds (technical assistance)?
- Are there restrictions on expenditures?
- Are approvals for expenditures necessary?
- Are there timing considerations?

### *Staff*

- Which staff will work with this Committee/Board?
- How much staff time is allocated to the work of the Committee/board?
- What restrictions apply?
- How does the Committee/Board obtain additional time?

## **8. SPECIFIC ANNUAL OBJECTIVES:**

- What are the specific annual objectives that the Committee/Board needs to accomplish?

## **9. REPORTS AND TARGET DATES:**

- To whom does this Committee/Board report?
- How often?
- What elements must the report contain?
- Does the whole group report, or just the Chairperson?

## **10. REVIEW AND EVALUATION PROCESS:**

- How will this Committee/Board be evaluated?
- What will be the mark of success?
- Who will evaluate?
- Who will initiate the evaluation process?
- Does the Terms of Reference require adjustment for the next term/period?
- What is necessary before adjustments can be made to the Terms of Reference?

## **11. APPROVAL AND REVIEW DATE:**

- How much time should elapse before the Council reviews and approves the continuation of this Committee/Board?
- When will the Council make a commitment to review and approve the continuation of this Committee/Board again?

**All Terms of Reference shall be dated.**