



Ts'il Kaz Koh

COUNCIL GOVERNANCE POLICY MANUAL

Adopted June 2021

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1. INTRODUCTION

1.1 Ts'il Kaz Koh Council Governance Policies

Governance is the exercise of authority, direction, and control of Ts'il Kaz Koh ("TKK") in order to ensure its purpose is achieved.

Governance also refers to the structures, responsibilities, and processes that TKK uses to direct and manage its general operations. These structures, processes and organizational traditions determine how authority is exercised, how decisions are made, how stakeholders have their say, and how decision-makers are held to account.

Governance policies formalize the roles and responsibilities of the Council and establish its functions and practices. They outline how governance should work and the standards which Chief and Council should strive to achieve.

1.2 Election Procedures

The First Nations Elections Act applies to TKK governs the election of the TKK Chief and Council members for their four-year terms of office.

1.3 Administration - Code of Ethics

The TKK Council has developed and adopted a Code of Ethics to guide the conduct of Council. All councillors are required to sign this Code when elected and to observe the guidelines set out within it.

2. COUNCIL STRUCTURE & RESPONSIBILITIES

The structure and mandate of TKK are defined by the *Indian Act*, TKK by-laws and these Governance Policies. The election of Chief and Council is governed by the *First Nations Elections Act*.

2.1 Council Structure

There are 3 members on Council. The TKK Council is comprised of one Chief councillor and 2 Council members.

2.2 Committees

Standing committees may be established after due consideration by Council that a standing committee is warranted. The term of office of the members for any standing committee will correspond to the term of office of TKK Council.

Ad hoc committees or working groups may be established by the Council from time to time to carry out certain tasks or make recommendations to the Council on specific issues. Ad hoc committees should be automatically disbanded by Council motion when their task is completed or no longer relevant.

Terms of Reference outlining committee membership, mandate and procedures are required for all committees. The Chief and the Executive Operations Director are ex-officio members of all committees.

2.3 General Responsibilities of the Council

The Council's role is to govern the affairs of TKK within the framework of relevant policies, legislation, and standards. The Council, being representatives of TKK's membership, is given the legal authority and responsibility to represent the membership. It is responsible for ensuring that it has adequate information to monitor major areas of Council performance and for ensuring that members are fully informed of all matters and decisions affecting them.

The Council, in fulfilling its responsibilities for the governance of TKK, oversees the management of TKK's finances. The Council ensures the proper and adequate discharge of this duty through its Executive Operations Director acting on behalf of and reporting to the Council.

2.4 Authority and Accountability

The Council is responsible to the membership and any government, and individual or corporate entities who provide funds for the operation of TKK. The Council is also accountable, in a more general sense, to exercise good stewardship of TKK on behalf of its members, staff and other stakeholders.

Individual TKK council members are elected under the authority of *First Nations Elections Act* and are responsible to the membership. However, they have no authority to act or give direction individually other than in such a manner as is approved by policy or by resolution of the Council. The Council may delegate authority to an individual Council member, officer, staff-person or member of a committee; however, the Council retains ultimate responsibility and accountability.

The Council will account to TKK's members, funding sources and other key stakeholders through annual and periodic reports on the activities and finances of TKK; annual audited financial statements; providing access to the minutes of Council meetings (except in-camera portions); receiving representations from and consulting with key stakeholders; and generally operating in an open and transparent manner.

2.5 Major Duties of the Council

1. Oversee development and approval of a long-term service plan and approve annual budgets and operating plans.
2. Define and/or safeguard the values, framework, and operating principles within which it expects TKK to be administered, and review these periodically.
3. Govern TKK through broad policies and planning objectives approved by the Council, formulated with the Executive Operations Director and staff, and reviewed periodically.
4. Select and support an Executive Operations Director to whom the responsibility for administration of TKK is delegated.
5. Regularly review and evaluate the performance of the Executive Operations Director based on the specific job description and approved objectives.
6. Seek and secure sufficient resources for TKK to adequately finance its programs.
7. Account to the members and funding sources for the services and expenditures of funds.
8. Ensure prudent and proper management of TKK's resources.

9. Establish the general values framework in which TKK's human resources will be managed and periodically review personnel policies within which human resources will be managed.
10. Establish guidelines within which management may negotiate pay and benefits agreements with staff.
11. Regularly review TKK's services to ensure that they are consistent with the purpose of TKK and that its programs are effective and relevant to the community's needs.
12. Maintain continuity for TKK and provide opportunities for member participation.
13. Represent TKK in the community.
14. Serve as an advocate for high quality services.
15. Hear complaints from members through a formal complaints procedure.
16. Engage with government and industry on behalf of TKK.

2.6 Responsibilities of Individual Council Members

Each Council member is expected to become an active participant in TKK and to contribute to a body that functions effectively as a whole. In addition to assisting in the exercise of the major duties of the Council outlined above, members are responsible for exercising due diligence in the performance of their duties. Specifically, they have the responsibility to:

1. Be informed of the legislation under which TKK exists, its by-laws, mission, values, code of ethics, and policies as they pertain to the duties of a Council member.
2. Keep generally informed about the activities of TKK, the community and general trends in the businesses in which they operate.
3. Attend Council meetings regularly, serve on committees of the Council, and generally contribute to the work of the Council by drawing on personal, professional and life experience.
4. Exercise the same degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
5. Offer personal perspectives and opinions on issues that are the subject of Council discussion and decision-making.

6. Clearly and explicitly voice opinions at the time a decision is being considered by the Council.
7. Maintain solidarity with fellow Council members in support of a decision that has been made in good faith in a legally constituted meeting.
8. Ask other Council members to review a decision if he/she has reasonable grounds to believe that the Council has acted without full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such a review, ask that the matter be placed before the membership.
9. Work with TKK staff on committees of the Council.
10. Know and respect the distinction between the roles of Council and the roles of staff consistent with the principles underlying these governance policies.
11. Exercise vigilance for, and declare, any apparent or real personal conflict of interest in accordance with the policies and Ts'il Kaz Koh Code of Ethics.

2.7 Confidentiality

No Council member will use or divulge any personal information acquired as a result of his/her office for his/her own benefit, or for the benefit of any other person. No Council member shall divulge any personal or other confidential information that is acquired as a result of his/her office, position, or role, which must be kept confidential in the best interest of TKK as determined by the Council, acting reasonably. The Council shall 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 shall be kept in confidence in accordance with the confidentiality policies and procedures, in place from time to time, by every Council member or other person permitted to attend the meeting.

2.8 Oath of Office

The Chief and Council members shall agree to take the following Oath of Office upon being elected to the Council, or as soon as possible thereafter:

OATH OF OFFICE

I [insert name], a Council member of Ts'il Kaz Koh declare that, in carrying out my duties as a Council member/Chief, will

1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of Ts'il Kaz Koh.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and support Ts'il Kaz Koh by-laws, policies, Code of Ethics, Conduct and Conflict of Interest, and decisions of the Council and membership.
4. Not use or divulge to anyone's personal information acquired as a result of my office for my own benefit or for the benefit of any other person.
5. Not divulge any personal or other confidential information that is acquired as a result of my office and take all steps that are reasonably necessary to ensure that any such information is kept confidential.
6. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Council and subordinate my personal interests to the best interests of Ts'il Kaz Koh
7. Immediately declare any personal conflict of interest that may come to my attention.
8. Immediately resign my position as a Council member of Ts'il Kaz Koh in the event that I, or my colleagues on the Council, have concluded that I have breached my "Oath of Office."

2.9 Code of Ethics

Council members must comply with the Code of Ethics. This code encourages the spirit of collective decision-making, shared objectives, and shared ownership of and respect for Council decisions.

Council members shall, always, act in the best interests of TTK rather than interests of constituencies. This means setting aside personal self-interest and performing duties in relation to the affairs of TTK in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Council.

Except for honorariums paid pursuant to approved policies, Council members shall serve without compensation. No Council member shall directly or indirectly receive any profit from his or her position. However, Council members may be paid reasonable expenses incurred by them in the performance of their duties. For clarity, the financial interests of immediate family members and close personal or business associates of a Council member, are also considered to be the financial interests of the Council member.

2.9.1 Definition of Conflict of Interest

Council members, who are considered to be in a “conflict of interest” whenever they themselves or members of their family, business partners, or close personal associates may personally benefit, either directly or indirectly, financially or otherwise, from their position on the Council.

A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each. All Council members should refer to the Code of Ethics if a conflict arises.

Full disclosure does not remove a conflict of interest. Any Council member involved in a conflict of interest must attend to it in accordance with the following section 2.9.2.

2.9.2 Principles for Dealing with Conflict of Interest

1. The Council member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Council or its committees deal with the matter at issue.
2. If the Council member is not certain if he/she is in a conflict-of-interest position, the matter may be brought before the Chief, Council, or a committee of Council for advice and guidance.
3. If there is any question or doubt about the existence of a real or perceived conflict, the Council will determine, by vote, whether a conflict exists. The person potentially in conflict must be absent from the discussion and vote.
4. It is the responsibility of other Council members that are aware of a real, potential or perceived conflict of interest of a fellow Council member to raise the issue for clarification; first with the Council member, and, if still unresolved, with the Chief.
5. The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person potentially in conflict left and returned to the meeting shall also be recorded.
6. Chief and Council may vote on matters and be included in quorum, even if a conflict has been declared and entered on the record.

2.10 Progressive Discipline Policy for Chief and Council Members

In the event that the Chief or Council is not complying with or following the TKK By-Laws, Governance Policies, Code of Ethics, or Oath of Office, or otherwise guilty of

some form of misconduct (collectively referred to herein as “**Misconduct**”), Chief and/or Council will address such Misconduct by following the provisions in this “**Progressive Discipline Policy**”.

In the event that a complaint in respect of such Misconduct is made to the Executive Operations Director, the Executive Operations Director will handle the complaint in accordance with the process outlined at 2.11 of this manual.

The following Progressive Discipline Policy will apply to Misconduct which may form the basis for an informal or formal censure by the Chief or Council, a suspension, a request for the member’s resignation from Council.

2.10.1 Step 1 - Informal Censure

An informal censure is issued for a first instance of Misconduct, which in the discretion of the Chief and/or Council, is minor in nature and warrants no greater or lesser discipline than an informal censure. Such informal censure will not be recorded in the Chief or Council member’s file, but a note that the Chief or Council member received an informal censure will be recorded in the file.

1. The informal censure will include a description by the Chief and/or Council of the Misconduct with sufficient particularity (i.e., where, when, who was involved, what occurred) to allow the Council member or Chief to properly respond. The description will also include reasons as to why the Misconduct was unacceptable and warranted an informal censure.
2. The Chief or Council member will be given an opportunity to explain the situation and his or her actions.
3. The informal censure will also include notification to the Chief or Council member that further disciplinary action under this Progressive Discipline Policy, up to and including Step 4 - Removal will follow if unacceptable behaviour continues or there are further instances of Misconduct.

2.10.2 Step 2 - Formal Censure

A formal censure is issued following a second or third instance of Misconduct or a first instance of Misconduct which is sufficiently serious in nature to warrant, in the discretion of Chief and/or Council, skipping the first step of the Progressive Discipline Policy.

1. The formal censure will include a written description by the Chief and/or Council of the Misconduct with sufficient particularity (i.e., where, when, who was involved, what occurred) to allow the Council member or Chief to properly respond. The description will also include written reasons as to why the

Misconduct was unacceptable and, if applicable, reasons as to why the Misconduct was sufficiently serious to warrant the bypassing of Step 1 of the Progressive Discipline Policy.

2. The Chief or Council member will also be informed that both the written formal censure and the Chief or Council member's written response will be placed in their file.
3. The formal censure will also include notification to the Chief or Council member that further disciplinary action under this Progressive Discipline Policy, up to and including Step 4 - Removal will follow if unacceptable behaviour continues or there are further instances of Misconduct.

2.10.3 Step 3 - Suspension

A suspension is issued following a third or fourth instance of Misconduct or a first instance of Misconduct which is sufficiently serious in nature to warrant, in the discretion of Chief and/or Council, skipping the first and second steps of the Progressive Discipline Policy. A suspension as a first step is reserved for serious Misconduct and, as a third step, is issued in instances in which prior progressive discipline has failed to correct the problem for which the censures were issued. Suspensions may be one (1) day to several months in duration depending on the severity of the misconduct and in the discretion of Chief and/or Council.

1. The notification of suspension will include the length of the suspension and a written description by the Chief and/or Council of the Misconduct with sufficient particularity (i.e., where, when, who was involved, what occurred) to allow the Council member or Chief to properly respond. The description will also include written reasons as to why the Misconduct was unacceptable and, if applicable, reasons as to why the Misconduct was sufficiently serious to warrant the bypassing of Steps 1 and 2 of the Progressive Discipline Policy.
2. The Chief or Council member will also be informed that both the notification of the suspension and the Chief or Council member's written response will be placed in their file.
3. The notification of suspension will also include notification to the Chief or Council member that further disciplinary action under this Progressive Discipline Policy, up to and including Step 4 - Removal will follow if unacceptable behaviour continues or there are further instances of Misconduct.

2.10.4 Step 4 – Resignation Request

A Resignation Request is reserved for first instances of intolerable conduct which, in the discretion of Chief and/or Council, is fundamentally inconsistent with their core obligations as Chief or Council members and irreparably undermines the relationship between the Chief or Council member guilty of the Misconduct and the other Council members and/or Chief. Alternatively, a resignation request is the last step of the progressive discipline process when the Chief or Council member continues to engage in Misconduct which, in the discretion of Chief and/or Council prevents them from properly performing their core duties and is inconsistent with continuation as Chief or a Council member.

1. The notification of resignation request will include a written description by the Chief and/or Council of the Misconduct with sufficient particularity (i.e., where, when, who was involved, what occurred) to allow the Council member or Chief to properly respond. The description will also include written reasons as to why the Misconduct was unacceptable and why removal at this stage is necessary. Alternatively, the notification of resignation request will include reasons as to why the Misconduct was sufficiently serious to warrant the bypassing of Steps 1, 2, and 3 of the Progressive Discipline Policy and why removal is, in the view of Chief and/or Council, necessary or warranted at this stage.
2. The Chief or Council member will also be informed that both the notification of resignation request and the Chief or Council member's written response will be placed in their file.
3. Upon issue of the notification of resignation request, Chief or Councillor will immediately resign as a Chief or Council member.
4. A letter to Minister may be sent requesting the removal of a Councillor or violations under the Indian Act Regulations.
5. The Chief or Council is empowered to make a recommendation to Council with respect to whether any discipline should be issued pursuant to the Progressive Discipline Policy. Chief and Council will make a final decision with respect to any discipline issued under the Progressive Discipline Policy.

2.11 Human Rights Complaints

The complaints and dispute resolution procedures referred to in this manual do not address human rights complaints. Individuals who wish to address human rights issues should appeal to the Canadian Human Rights Commission (www.chrc-ccdp.ca) or the BC Human Rights Tribunal (www.bchrt.bc.ca), as appropriate.

2.12 Handling Complaints and Disputes Involving Council Members

1. Any member who believes that the Chief or any Council member is not following the policies contained in TKK's by-laws, Governance Policies, Code of Ethics, or the Oath of Office, can direct his or her concerns in writing (and in person if he or she so requests) to the Executive Operations Director.
2. All Council members are strongly encouraged to discuss concerns or complaints with the Executive Operations Director, who will work subsequently with all parties involved to resolve the complaint.
3. All formal complaints must be received in writing, unless an exception is made by the Executive Operations Director. All communication surrounding the concern or complaint will be treated with confidentiality and discretion, and will be investigated as quickly as possible to determine the appropriate course of action. The Executive Operations Director will make every effort to resolve the issue in a fair and equitable manner with all parties concerned within 30 days.
4. Complaints or concerns that are not resolved within 30 days will be forwarded to the Chief and Council for consideration. The Council will respond to the complainant within 30 days.
5. Chief and Council shall immediately review disputes between members of the Council that interfere with the ability of the Council to carry on its business.
6. The Chief or Council member(s) that originates or is the subject of such complaints or disputes must declare the conflict and remove him or herself from such meetings other than to present his or her position.
7. The review of such complaints or disputes must include an opportunity for each party concerned to present his or her position.
8. Every attempt should be made to resolve such matters expeditiously and fairly.
9. The recommendations regarding resolution of such matters not resolved by the Executive Operations Director must be brought before the Council for approval.
10. The ruling of the Council is final. Should the member in question refuse to abide by the ruling, the Council may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Chief or the Council, suspension, a request for the member's resignation from Council.

3. ROLES OF THE CHIEF AND COUNCIL MEMBERS

Council members are in the service of TKK. Individual Council members may not act on behalf of the Council except when given prior approval from the Council.

3.1 Chief

The role of the Chief is to ensure the integrity of the Council's process. The Chief is the only Council member authorized to speak on behalf of TKK, unless this responsibility is specifically delegated to another Council member.

1. The Chief presides as the "manager" of the Council's activities, ensuring that the Council follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Council will be done during regularly scheduled Council meetings, the Chief is responsible for ensuring that the work is conducted efficiently and effectively.
2. Act as a signing authority for TKK, as approved in a by-law or by resolution of the Council.
3. The Chief has no authority to make decisions contrary to the by-laws, codes or regulations, or the parameters of policies created by resolution of the Council.
4. The Chief will set the agenda for meetings of the Council, with input from the members of the Council and with the assistance of the Executive Operations Director.
5. The Chief will plan the conduct and timing of Council meetings with the assistance of the Executive Operations Director and will chair meetings of the Council and membership.
6. The Chief will be the Council's primary liaison to the Executive Operations Director; who is responsible for the execution of Council policy and directives, and for determining the means, organizational structure and management purposes necessary to achieve the Council's objectives.
7. The Chief will act as spokesperson for the Council and TKK, and is the key representative with regard to ceremonial responsibilities and liaison with other levels of government.
8. The Chief may appoint, in writing, a "Deputy Chief" to act as the Chief in his or her absence.

3.2 Deputy Chief

The role of the Deputy Chief is to act as the “Chief” in accordance with all the items set out in section 3.1 above when the Chief is absent from a meeting or other matter.

3.3 Council’s Responsibilities

The role of Council is to govern as opposed to manage. Council will govern with emphasis on collective leadership, sustainable future of TKK, the acknowledgement of differing views; and a respect for the separate roles and responsibilities of Council and TKK staff. In particular with the assistance of the Executive Operations Director Council, the Council will:

1. monitor the financial activities of TKK;
2. ensure that complete and accurate records of all TKK’s financial matters are kept in accordance with generally accepted accounting principles (GAAP);
3. provide the Council a monthly, or as otherwise required, report of all financial transactions and the financial status of TKK;
4. recommend a competent auditor to be appointed annually; and
5. collaborate with the auditor to review and present annual audited financial statements.

3.4 Governance Support Functions for Chief and Council

The Executive Operations Director shall ensure all secretarial functions are performed for the Council and records are kept of all proceedings and transactions. The Executive Operations Director is the custodian of all official books, records, documents, and correspondence of TKK. The Executive Operations Director will:

1. oversee the keeping of records of meetings, policies, membership, and any other records required by law;
2. ensure minutes are taken at all regular and special meetings of the Council;
3. ensure copies of minutes and agendas are circulated to Council members prior to each meeting;
4. act as a signing authority for TKK, as approved in a by-law or by resolution of the Council; and

5. maintain, or oversee the maintenance of, the files and records of TKK to be passed on to future officers and implement policies and practices to ensure the security and confidentiality of all such files and records.

4. ROLE OF COMMITTEES

Committees have an advisory function to the Council. They do not speak or act for the Council unless such authority is formally delegated, is time-sensitive, and is for specific purposes. They do not have any authority to direct staff, although they may, through the Council, ask the Executive Operations Director to allocate resources in support of committee activities. The Council may create ad hoc or standing committees, depending on the nature of the matter to be addressed.

4.1 Composition

A Council member shall chair all committees. The composition of committees shall be two representatives of the Council. The Chief is an ex-officio member of all committees.

The Chief appoints all committee members.

4.2 Function

A committee's function is to bring the experience, expertise and judgment of interested and informed persons to bear on specific matters. It assists Council by considering matters referred to it in greater depth than would be possible by the Council as a whole. Committees will isolate key issues requiring Council consideration, propose alternative actions, present potential implications, and make recommendations to Council.

The Council will not review the matter in the same detail as the committee, but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Council will consider the recommendations of the committee and will adopt or amend those recommendations or make such other disposition it deems advisable.

4.3 Relationship to Staff

Council and staff work cooperatively to carry out the objectives of TKK. The Council relies upon the ability, training, expertise, and experience of staff to plan for and provide services within the TKK's mandate. Committee and Council meetings are the generally recognized avenues for Council and staff to think and plan together.

The attendance of the Executive Operations Director, or his or her delegate, at all committee meetings is essential to the effective work of the committees. Committees may advise the Council or the Executive Operations Director but do not exercise authority over staff and will ordinarily have no direct dealing with staff operations. Committee members must know and respect the distinction between Council and staff responsibilities.

Communications between Council and staff outside of committee meetings shall be through the Executive Operations Director. This includes:

1. Any assignments or directives.
2. Requests for organizational resources or staff time.
3. Staff performance concerns or policy infractions.
4. Concerns regarding any aspect of programs or administration.

4.4 External Agency and Organization Representation

Council may appoint the Chief or Council members to represent TKK's interest on external agencies, entities, or organizations' governance structures.

4.4.1 Roles and Responsibility of Appointees

In accordance with the policies stated in this manual, the Chief or Council member appointed to an external representation position will:

1. Submit meeting reports to the Council of each meeting attended on behalf of the TKK.
2. Provide the Council Clerk with a copy of the organization's latest minutes to file as requested by Council.
3. Ensure Council has access to the organization's founding and corporate documents.
4. Consider TKK's best interests in all decision-making matter.
5. Resign from the appointed position if the member ceases to be a Council member.
6. Disclose any honorarium or gifts received from the organization to the Council Clerk.

5. STYLE OF GOVERNANCE

The Council represents the membership of TKK. It is the legally constituted authority directly responsible to the funding sources and the community for prudent oversight of TKK's operations. It is also responsible for the articulation and safeguarding of the organizational mission and for defining the outputs and outcomes it seeks.

The Council is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the Executive Operations Director to manage its operations.

The Council will focus on strategic leadership rather than administrative detail, and important policy rather than operational matters. It will establish and respect distinctions between Council and staff roles and manage any overlap between these respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

In this spirit, the Council will:

1. Direct, control and inspire TKK through careful deliberation and establishment of strategic direction and general policies.
2. Monitor and regularly discuss the Council's own processes, progress and performance. Provide its members with the knowledge necessary to fulfill their responsibilities for the good governance of TKK.
3. Be accountable to the general public for competent, conscientious, and effective accomplishment of its obligations as a body.
4. Ensure that all business of TKK is conducted in a transparent, legal, and ethical manner.
5. At all times, conduct business in accordance with the principles of fairness and due legal process.
6. Enforce, upon itself and its members, the behaviour that is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect for roles, maintenance of a unified front as a Council, and monitoring and correcting any Council members that stray from the principles of governance adopted in these policies. It will not allow any officer, individual or committee of the Council to usurp this role or weaken this discipline.

6. COUNCIL RESPONSIBILITIES

Primary Council responsibilities fall within eight general areas:

1. Planning;
2. Financial Stewardship;
3. Human Resources Stewardship;
4. Performance Monitoring and Accountability;
5. Risk Management;
6. Community Representation and Advocacy;
7. Management of Critical Transitional Phases; and
8. Complaints Review.

6.1 Planning

One of the most important responsibilities of a Council is to provide general guidance and direction for an organization. A comprehensive framework for planning, setting priorities, management, and budgeting is essential to effective and responsible organizational stewardship. Planning results in better communications and a better understanding of how various parts of an organization work together to produce desired results.

6.1.1 Strategic Plan

The Council, with the assistance of staff and in consultation with key stakeholders, establishes TKK's overall direction through the development and approval of a Strategic Plan. This plan provides a tentative blueprint for TKK's direction and activities for the next 3 to five years based on a scan of internal and external factors that may bear on the resources and direction of the organization. It defines the "key areas" in which the Council wants to focus the activities of the organization and general goals for each of these areas. The adoption or amendment of strategic plan requires a minimum 68% majority approval of the entire Council including the Chief.

6.1.2 Annual Operating Plan

The Executive Operations Director develops annual operating plans and budgets based on the general blueprint contained in the Strategic Plan. These become the focus of

work of TKK over the next 12 month period. They will contain estimates of service demand and objectives for improvement in key areas of the Council's activity. The TKK's annual operating plan will be the basis of its yearly budget containing revenue and expenditure forecasts related to planned volumes of service. This plan will contain: specific targets for the broad objectives set out in the Strategic Plan; expected results for each target; the time period during which those results will be sought; and criteria for measuring achievement of those results. The annual operating plan, together with service statistics and budget forecasts, will be presented to the Council for review, amendment and approval. The adoption or amendment of an annual operating plan requires a majority approval of the entire Council including the Chief.

6.1.3 Planning Cycle

The development and approval of the Strategic Plan takes place each year with progress monitored regularly against targets set in the annual operating plan and budget. Performance against interim targets is monitored each quarter of the fiscal year. The third quarter review begins with a thorough analysis of performance and produces projections of the expected year-end results. Preliminary planning for the coming year's operating goals takes place at the end of the third quarter and is completed in the fourth quarter with refinements based on actual prior-year results concluding in the first quarter. Service targets and forecasts of financial resources and constraints enter into the final preparation of the coming year's budget.

6.2 Financial Stewardship

The Council is responsible for reviewing and approving the annual operating and capital budgets, securing adequate financial resources, ensuring development of financial management and control systems adequate to properly record financial transactions and control of assets, monitoring efficient use of resources, and ensuring the establishment of proper financial controls and policies.

6.3 Human Resources Stewardship

The Council is responsible for ensuring the establishment of personnel policies to govern the management of staff and volunteer resources; recruiting, supporting and evaluating the performance of the Executive Operations Director; providing guidelines for staff compensation; succession planning to ensure smooth transition in both Council and senior staff positions; and monitoring compliance with legislative and regulatory requirements.

6.4 Performance Monitoring and Accountability

The Council is responsible for ensuring that adequate systems are in place for monitoring organizational performance, monitoring the general performance of the organization against legislative and regulatory requirements, as well as approved objectives of the organization, and reporting to funding sources and other key stakeholders.

6.5 Risk Management

The Council is responsible for ensuring that: by-laws are current; governance practices are consistent with the by-laws; adequate insurance provisions are in place to protect the organization and Council from potential liabilities; resources are sufficient to minimize risk to staff and volunteers; compliance with statutory and regulatory requirements is maintained; policies are respected in actual practice; and adequate contingency plans are in place to protect against reasonably anticipated crises.

6.6 Community Representation and Advocacy

The function of public relations is to assist TTK in achieving its goals and objectives through the development and execution of programs designed to earn public understanding and support. The Council is responsible for representing the organization positively to the community, fairly representing community perspectives to the organization, ensuring community input to its planning, and advocating for adequate resources to fulfill TTK's organizational mandate.

Authority to speak on behalf of TTK shall rest with the Chief and/or Executive Operations Director. This authority may be delegated to another TTK member or the Executive Operations Director, provided the matters fall within their field of competence or knowledge.

In general, the Chief will represent TTK on matters of Council policy, while the Executive Operations Director will represent TTK on operational issues. Either may represent TTK on issues related to advocacy in pursuit of the mandate of TTK. Any major statements of an advocacy nature must be consistent with the general parameters of Council approved policies or positions. This is not intended to inhibit expression of personal or professional opinions, but care should be taken by individual Council members to distinguish these personal or professional opinions from those of TTK.

6.7 Management of Critical Transitional Phases

The Council is responsible for management of critical transitional phases and events. These include turnover in key positions of the Council and senior management, rapid growth or decline in resources, labour relations disputes, and issues of significant public controversy.

6.8 Service Complaints Review

When a community member makes direct contact with a Council member for assistance in the resolution of a specific service issue, the Council member should refer the member to the Executive Operations Director. A Council member may not interfere in the handling of a specific case by approaching staff members. Any concerns about the management of a case should be conveyed to the Executive Operations Director. The Executive Operations Director may inform the concerned Council member about the action taken in the case, or may authorize a manager to communicate the information directly to the Council member.

The identity of members is otherwise confidential to the external staff involved in the provision of services. Member names and identifying personal information will be withheld when case information is presented to the Council or a committee for orientation or illustrative purposes. The Council's responsibility for hearing member complaints on appeal from a decision of the Executive Operations Director is an exception to these general principles.

Service providers and supervisory staff are responsible for the initial response to member complaints about the nature or quality of services provided by TKK. The member will be provided with an opportunity to appeal a decision to the Executive Operations Director. The member will also be provided with an opportunity to appeal the decision of the Executive Operations Director. The Council, in reviewing such appeals, shall establish a tribunal of two Council members to hear the complainant and review the matter. They may not overturn staff decisions but may make recommendations to the Executive Operations Director on the matter and may recommend policy amendments to the Council.

7. EXECUTIVE AUTHORITY

The Council contracts with the Executive Operations Director for the management and administration of TKK. The Executive Operations Director is responsible, within parameters established by the Council, for determining the methods by which the Council's directions and policies will be executed and the desired outcomes achieved.

The Executive Operations Director is employed by the Council and is responsible to the Council as a whole rather than to individual members of the Council. He or she is required to implement policies as determined by the Council, consistent with the requirements of any applicable legislation or regulations. In the exercise of these responsibilities, the Executive Operations Director is:

1. authorized to expend funds, within the limits of the annual budget and operating plan approved by the Council in accordance with the financial policy adopted by the TKK from time to time;
2. responsible for bringing to the attention of the Council the need for special and exceptional expenditures that are not included in the budget;
3. required to report to the Council if it is not possible to operate within the limits of the approved budget;
4. expected to serve as an advisor to the Council on policy and program issues which affect the services provided by TKK;
5. required to provide the Council with the information it requires to govern effectively, make informed decisions and monitor the overall performance of TKK in pursuing approved goals;
6. responsible for employing staff members in a manner consistent with the personnel policy approved by the Council, from time to time. Council members should bear in mind that staff are responsible to the Executive Operations Director or to a person designated by him or her, not the Council as a whole or any individual officer or Council member. In the supervision, direction and deployment of personnel, the Executive Operations Director is governed by the documented personnel practices and procedures approved by the Council; and
7. responsible for carrying out the specific responsibilities which are described in the policies related to responsibilities of the Council, the roles of the Chief and in the job description of the Executive Operations Director.

7.1 Delegation to the Executive Operations Director

The Council's job is generally confined to establishing broad policies for achieving TKK objectives. It delegates responsibility for execution of those policies to the Executive

Operations Director. All Council authority delegated to staff is delegated through the Executive Operations Director, this way, the authority and accountability of staff derives from authority and accountability of the Executive Operations Director.

The Council as a group, rather than individual Council members, officers or committees, is responsible for providing direction to the Executive Operations Director within the context of Council policies.

7.2 Appointment of the Executive Operations Director

Recruitment, selection and appointment of an Executive Operations Director are, along with performance monitoring, among the most important responsibilities of the Council. The Appointment of an Executive Operations Director requires the approval of the Chief. Ideally, an Executive Operations Director's appointment should be made with the confidence of the full Council.

In the event that the Executive Operations Director's performance is deficient or there is loss of confidence in the incumbent, the Council as a whole is responsible for ensuring, as amicably as possible, a termination of the relationship. Dismissal of the Executive Operations Director shall require the approval of the Chief.

7.3 Executive Operations Director's Performance Evaluation

7.3.1 General

The Executive Operations Director is the sole official link between the Council and the organization that it governs. The responsibilities of the Executive Operations Director lie in the exercise of delegated authority and compliance within the parameters established by Council policy and directives.

Consequently, the Executive Operations Director's job requirements can be expressed as performance with respect to six components:

1. Executive Operations Director's Job Description;
2. Annual performance objectives negotiated with the Council through its Human Resources (Personnel) Committee;
3. Organizational achievement of operating plan and Council objectives;
4. Organizational operation within the boundaries established in Council policies;
5. Quality of relationships with senior staff members; and

6. Quality of relationship with major community stakeholders.

The essence of the performance evaluation shall be focused on results rather than subjective or personality oriented. The annual evaluation will provide an over all assessment of performance relative to this policy statement and its employment contract with the Executive Operations Director.

7.3.2 Procedure

The Executive Operations Director will, at the beginning of each fiscal year, draft targets for that year and discuss these with the staff, prior to presenting them to the Council for approval.

The Executive Operations Director will, at the end of each fiscal year: (i) complete a written self-evaluation of progress on meeting targets so approved by the Council; (ii) complete a report on overall organizational performance for the preceding year; and (iii) solicit feedback on his/her performance from those staff reporting directly to the Executive Operations Director and synthesize the highlights of this feedback in a report. These reports will be provided to the Executive Committee.

The essential elements of this material, along with Council members' observations of the Executive Operations Director's interactions with key stakeholders throughout the year, shall form the basis of the evaluation.

The Chief will obtain input from the other Council members and prepare a written evaluation of the Executive Operations Director's performance. The Chief will provide a summary of the performance review to the Council at its last meeting in the fiscal year or immediately thereafter. The Council will meet in-camera without the Executive Operations Director for the specific purpose of reviewing the performance evaluation.

The Chief will bring the results of this performance appraisal, including specific areas of outstanding performance and any deficiencies in performance, to the Executive Operations Director's attention in writing. The Chief shall meet with the Executive Operations Director alone or, at the request of either, alone with the Human Resources Committee, or full Council, to discuss the evaluation. The Executive Operations Director shall be provided with a reasonable opportunity to redress any deficiencies in performance.

The Chief shall provide the Executive Operations Director with more informal feedback on his/her performance on a regular basis as issues may arise and at least once midway between formal appraisals.

8. COUNCIL DEVELOPMENT

8.1 Orientation of New Members

New Council members shall receive a thorough orientation to their position within one month of becoming a member of the Council. Each new member shall also be assigned a more experienced member as a “mentor” or guide to help integrate the new member and answer any questions he or she may have about Council procedures. Orientation includes but is not limited to:

1. the history, values, mission and purpose of TKK and the Council;
2. constitution, by-laws and governance policies;
3. an overview of funding sources;
4. an overview of key policy areas and copies of policies to study;
5. role, structure and functions of the Council;
6. signing the Council member Oath of Office, and Code of Ethics, Conduct and Conflict of Interest policies signed;
7. procedural guidelines for Council meetings;
8. procedures for Council member expenses; and
9. a tour of facilities and introduction to key staff.

9. COUNCIL MANAGEMENT

9.1 Meetings

Regular meetings of the Council will be held at TKK's office. Except when dealing with confidential matters in an "in-camera" meeting, all meetings of the Council will be open to TKK band members. Notice of regular meetings will be provided as least three business days in advance of the regular meeting. In the case of an emergency or special meeting is required 24 hours' notice may be given.

9.2 Lack of Quorum

If no quorum is present within one hour after the time appointed for the meeting, the governance support staff member present shall call the roll and take the names of the members then present and the Council shall stand adjourned until the next meeting.

9.3 Robert's Rules

Robert's Rules of Order will be followed. Discussion at meetings of the Council will be confined to those issues that clearly fall within the Council's authority according to its policies. Council deliberations at meetings will be timely, fair, orderly, thorough, and efficient.

9.4 Council Member Attendance

Carrying out the work of the Council effectively requires a commitment to attend all Council meetings as required. Council members who are absent without excuse from three consecutive meetings of Chief and Council are automatically removed from their position. In the event such a member wishes to be reinstated, a letter of request must be sent to the Council. The Council will then make a decision by motion regarding reinstatement and any terms associated with a decision to reinstate, if made.

Generally, Council members who miss a Council meeting will not receive an honourarium for that meeting.

In extraordinary circumstances Chief and Council may permit a Council member to attend a meeting by teleconference or videoconference.

9.5 Council Work Plan/Objectives

The Council will develop a plan and objectives for its own work in support of TKK's goals as articulated in the approved Strategic Plan and the annual operating service (or business) plan.

9.6 Council Self-Evaluation

The Council will periodically review its own progress on work plan objectives and effectiveness. It will conduct a formal assessment of its own performance annually, simultaneously with its review of the performance of the Executive Operations Director and will take any steps for improvement in its governance practices suggested by such review.

9.7 Conflict Resolution

Council members are commonly recruited to bring diverse views to Council debates and decision-making. Constructive disagreements between Council members are encouraged in a well-functioning Council. They can generally be managed by following proper rules of procedure and encouraging attentive listening skills. However, in the heat of Council debate, disagreements sometimes degenerate into serious conflicts. The Chief is responsible for managing such conflicts. A neutral Council member or third party should be selected if the Chief is a party to the conflict.

9.8 Council Member Expenses

Council members are entitled to be reimbursed for reasonable expenses incurred during activities required to carry out their duties on behalf of TKK.

1. The Council, in accordance with accepted community standards, will decide annually the rate at which mileage expenses are reimbursed.
2. The rate at which all other expenses are reimbursed (such, Council training, honouraria, all other transportation costs or limits for meals) shall be decided annually by Council motion.
3. All Council member expenses must be documented on a Council member expense form and be authorized by the Executive Operations Director; the Chief shall authorize the Executive Operations Director's expense forms.

4. The Executive Operations Director is responsible for recommending to the Council appropriate rates of reimbursement for Council member expenses.
5. If a Councilor is employed by TTK then they must seek leave approval from their manager to attend Council meetings during business hours. Such leave, if granted, will be without pay.
6. Council members' eligibility for Honourariums is governed by TTK Honourarium Policy.
7. The Chief must approve in writing any Council member's attendance at an external meeting on behalf of the Chief. Council member's may not claim two honourariums for attending external meetings.

10. COUNCIL DECISION MAKING

10.1 Decision Making Process

Decisions of the Council are made as a group at Council meetings at which a quorum of the Council is present. A quorum is made up of 2 members of the Council.

Council members have the right to discuss questions before the Council and make their decisions in an uninhibited atmosphere. The Governance Policy, the Code of Ethics and procedural guidelines will govern Council deliberations. Council members will welcome and respect the diverse views of their colleagues, maintain confidentiality as required, and support Council decisions.

10.2 In-Camera Meetings

The following items may be considered in-camera upon an approved motion of the Council:

1. personal matters about an identifiable individual (i.e. client or staff);
2. complaints against the Chief or Council members;
3. acquisition or sale of land;
4. labor relations or staff negotiations;

5. litigation or potential litigation;
6. receiving advice that is subject to solicitor-client privilege;
7. matters falling under the *Personal Information Protection Act* (British Columbia);
or
8. any other matters that the Council, by 2/3rd majority vote of those present, determine would be prejudicial to the interests of TKK or its members or partners.