



BC ASSEMBLY OF FIRST NATIONS

1004 Landooz Road
Prince George, BC V2K 5S3
Website: www.bcafn.ca

BCAFN 17th ANNUAL GENERAL MEETING
November 17 & 18, 2020
Online via Zoom

Resolution 11/2020

SUBJECT: **APPOINTMENT AND TERMS OF REFERENCE FOR GOVERNANCE COMMITTEE**

MOVED BY: **KUKPI7 RON IGNACE, SKEETCHSTN**

SECONDED BY: **CHIEF LEE SPAHAN, COLDWATER INDIAN BAND**

DECISION: **CARRIED**

WHEREAS:

- A. At the BCAFN Special Chiefs Assembly on March 8th, 2020 and the BCAFN Annual General Meeting on September 19, 2019, the Chiefs-in-Assembly appointed six individuals to the Governance Committee who are serving until the close of this Annual General Meeting ("**AGM**") in accordance with BCAFN Bylaw 9.2 (the "**2019-2020 Governance Committee**");
- B. BCAFN Bylaw 9.1 requires the Chiefs-in-Assembly at this AGM to:
 - a. establish and provide terms of reference for a Governance Committee to
 - i. investigate any complaints about the conduct of the Regional Chief that are referred to it in accordance with the Bylaws,
 - ii. periodically review and recommend amendments to the Bylaws and Governance Manual, and
 - iii. consider and advise the Board on any governance matter referred to it by the Board; and
 - b. appoint six (6) member delegates, reflective of regional diversity, with an equal number of women and men, to serve on the Governance Committee for a term of three (3) years;

Certified copy of a resolution adopted on the 18th day of November 2020

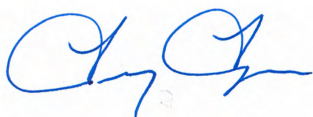
Terry Teegee, BC Regional Chief

- C. The Board has reviewed draft terms of reference for the 2020-2023 Governance Committee, a copy of which is attached as Schedule "A" (the "**Draft 2020-2023 Terms of Reference**");
- D. The Draft 2020-2023 Terms of Reference are substantially the same as the terms of reference for the Governance Committee that were adopted and ratified by the Chiefs-in-Assembly at the AGM in 2019 (the "**2019-2020 Terms of Reference**");
- E. The version of the Draft 2020-2023 Terms of Reference attached as Schedule "A" shows changes proposed as compared to the 2019-2020 Terms of Reference;
- F. The BCAFN Board recommends that the Chiefs-in-Assembly approve and ratify the Draft 2020-2023 Terms of Reference; and
- G. The Chiefs-in-Assembly wish to accept the Board's recommendation to adopt and ratify the Draft 2020-2023 Terms of Reference and to appoint the 2020-2023 Governance Committee.

THEREFORE BE IT RESOLVED THAT:

1. the following individuals are appointed to the 2020-2023 Governance Committee, to serve until the close of the AGM in 2023:
 - a. Kukpi7 Wayne Christian;
 - b. Chief Courteney Adolph-Jones;
 - c. Chief Donna Aljam;
 - d. Chief Maureen Luggi;
 - e. Chief Aileen Prince; and
 - f. Chief Jerome Jack.
2. the Draft 2020-2023 Terms of Reference are hereby ratified and approved.

Certified copy of a resolution adopted on the 17th day of November 2020



Terry Teegee, BC Regional Chief

BC Assembly of First Nations

Governance Committee (the “Committee”)

Terms of Reference for 2020 – 2023 Approved by the Chiefs-in-Assembly on November 18, 2020

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1. PREAMBLE

1.1 At every AGM in which there is an election of the Regional Chief, the members will:

- (a) establish and provide terms of reference for the Committee to
 - (i) investigate any complaints about the conduct of the Regional Chief that are referred to it in accordance with the Bylaws;
 - (ii) periodically review and recommend amendments to the Bylaws and Governance Manual;
 - (iii) consider and advise the Board on any governance matter referred to it by the Board; and,
- (b) appoint by ordinary resolution six (6) member delegates, reflective of regional diversity, with an equal number of men and women, to serve on the Committee for a term of three (3) years.¹

1.2 On November 18, 2020, the Chiefs-in-Assembly ratified and approved these terms of reference.⁴

Deleted: <#>Members are authorized to establish the Committee on an interim basis before the AGM in 2020, with all of the duties and powers set out in Article 10 of the Bylaws and on the same terms, except that the term of the six (6) individuals appointed will terminate at the close of the AGM in 2020.²¶
On March 8, 2019, the Chiefs-in-Assembly established the Committee on an interim basis to serve until the close of the AGM in 2020, to develop the terms of reference for the Committee in consultation with the Board, and to put those terms of reference forward for ratification and approval by the Members at the 2019 AGM.³ ¶

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2. INTERPRETATION

- 2.1 (a) “Chair” means the Chair of the Committee appointed in accordance with these Terms of Reference;
- (b) “Committee” means the Governance Committee established under the Bylaws, unless otherwise specified;
- (c) “complaint” means a written complaint to the Board pursuant to Bylaw 8.7;
- (d) “Members” means the members of the BCAFN; and
- (e) “Terms of Reference” means these terms of reference as ratified by the Chiefs-in-Assembly and which are binding on the Committee;

2.2 Words not specifically defined in these Terms of Reference have the same meaning as defined in Bylaw 1.1.

¹ Bylaw 9.1.

⁴ Resolution /2020.

Deleted: 17/2019

2.3 If any provisions of these Terms of Reference conflict with the Constitution, Bylaws or Governance Manual, the Constitution, Bylaws and Governance Manual, as the case may be, will prevail to the extent of such conflict.

3. PURPOSE

3.1 The purposes of the Committee are to

- (a) investigate any complaints about the conduct of the Regional Chief that are referred to it in accordance with the Constitution and Bylaws,
- (b) periodically review and recommend amendments to the Bylaws and Governance Manual, and
- (c) consider and advise the Board on any governance matter referred to it by the Board.⁵

4. PRINCIPLES

4.1 In exercising its powers and fulfilling its responsibilities under the Bylaws, the Committee will make recommendations and proceed in a manner that ensures fairness to all parties and reflects the principles of transparency and accountability to the Chiefs-in-Assembly.

4.2 In exercising the powers and performing the functions of a member of the Committee, a member of the Committee will at all times:

- (a) act honestly and in good faith; and
- (b) comply with and uphold the Constitution, Bylaws and these Terms of Reference.
- (c) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5. COMMITTEE

Appointment and Term

5.1 The following six (6) individuals are appointed as members of the Committee: _____;

_____;

_____;

_____;

_____; and

_____;

5.2 The term of the six individuals appointed to the Committee will terminate upon the AGM in 2023.⁸

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Deleted: Chief Greg Louie, Chief Courteney Adolph-Jones, Chief Donna Aljam, Chief Louise Johnson.⁶

Deleted: <#>Subsequently, Louise Johnson ceased to be the member delegate for her First Nation and resigned from the Committee.⁷

The following three (3) individuals were appointed to fill the vacant Committee seats: Chief Tony Morgan, Chief Janet Webster and Chief Brian Tate.⁷

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⁵ Bylaw 9.1.

⁸ Resolution /2020.

Resignation and Replacement

- 5.3 If a member of the Committee at any time during his or her term of appointment is no longer a member delegate, that individual may continue to be a member of the Committee but only until the next AGM, at which the individual will resign from the Committee and the Chiefs-in-Assembly will appoint a successor member delegate to serve the remainder of that individual's term.⁹
- 5.4 A member of the Committee may resign by providing written notice to the Chair or, in the case of the Chair's resignation, to the other members of the Committee.
- 5.5 Any casual vacancy on the Committee may be filled by ordinary resolution of the Chiefs-in-Assembly.
- 5.6 The Chair will advise the Board of any casual vacancy so that notice of same may be delivered to the Members in advance of an Annual General Meeting or Special Chiefs Assembly.
- 5.7 A recommendation of the Committee is not invalid merely because there are fewer than six (6) members on the Committee.

Chair

- 5.8 At the first meeting of the Committee after these Terms of Reference are ratified by the Members at the [2020](#) AGM, the Committee will appoint one of its members as the Chair. Any subsequent vacancy in the position of Chair will be filled by the Committee by appointing another of its members.
- 5.9 If the members of the Committee cannot agree on the Chair appointment, they will advise the Board and the Board will appoint the Chair.
- 5.10 The Chair is responsible for
- (a) coordinating and chairing meetings of the Committee;
 - (b) ensuring that all correspondence received regarding a complaint or governance matter referred to it by the Board is disseminated to members of the Committee; and
 - (c) delivering written recommendations to the Board on behalf of the Committee.¹⁰

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Meetings

- 5.11 The first meeting of the Committee will be held within 30 days of these Terms of Reference being ratified by the Members at the [2020](#) AGM.

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⁹ Bylaw 9.3.

¹⁰ Bylaw 8.9.

- 5.12 In addition to the first meeting and any meeting to consider a complaint or governance matter referred to it by the Board, the Committee will meet at least once per year to consider potential amendments to the Bylaws and Governance Manual.
- 5.13 Additional meetings may be required if the Committee decides, after considering potential amendments to the Bylaws and Governance Manual, to develop recommendations to the Members.
- 5.14 Any member of the Committee may call a meeting of the Committee by providing fourteen (14) days written notice to the other members of the Committee.

Quorum

- 5.15 Quorum for a hearing or any meeting of the Committee is three (3) members of the Committee.

Decision making

- 5.16 Unless otherwise specified in the Bylaws, members of the Committee will attempt to reach consensus on all decisions arising at meetings of the Committee. If consensus cannot be reached, the members of the Committee will make a decision by simple majority of members present at a meeting.

Reimbursement and honoraria

- 5.17 Members of the Committee shall not receive honorariums or other remuneration for service on the Committee.
- 5.18 Expenses reasonably incurred by a member of the Committee in fulfilment of the Committee's responsibilities will be reimbursed by the BCAFN, subject to any expense reimbursement policy in force from time to time.

Meeting participation

- 5.19 The Committee may hold meetings at the places and times it deems fit to conduct its business.
- 5.20 Members of the Committee may, in respect of a meeting, participate by means of a telephone conference or similar communications equipment.

Administrative support

- 5.21 BCAFN will provide the Committee with the administrative support needed to fulfil its responsibilities under the Bylaws and these Terms of Reference, including providing at least one staff person to attend each meeting of the Committee to record and circulate minutes, and to produce briefing material to support the Committee's periodic review of the Bylaws and Governance Manual.

6. RESPONSIBILITIES

Reporting

- 6.1 The Committee will provide regular written reports to the Board and Chiefs-in-Assembly on its activities with respect to proposed amendments to the Bylaws and Governance Manual or matters referred to it by the Board.

Procedural Guidelines and Rules for Complaints

- 6.2 The Board will review any complaint made regarding the conduct of the Regional Chief by a member pursuant to Bylaw 8.7 and determine, in its sole discretion, whether such alleged misconduct is egregious, in which case the Board will refer the complaint to the Committee.¹¹
- 6.3 Within seven (7) days of the Chair receiving a complaint referred to it by the Board, the Chair will convene a meeting of the Committee to review the complaint.
- 6.4 The Committee will investigate and review any complaint referred to it by the Board and make any recommendations to the members in accordance with these Terms of Reference and the Code of Conduct.¹²
- 6.5 Recommendations provided by the Committee with respect to a complaint made against the Regional Chief may or may not include a recommendation to remove the Regional Chief from office.¹³
- 6.6 The Committee may develop and adopt procedures for the review and investigation of a complaint as the Committee deems fit for making a fair and timely recommendation.
- 6.7 When making a recommendation to the Members regarding a complaint, the Committee may consider all of the circumstances surrounding the complaint, including the following:
- (a) the presence or absence of evidence that the alleged misconduct took place;
 - (b) any evidence that the alleged misconduct has damaged, or has the potential to damage, the confidence of BCAFN Members in the Regional Chief;
 - (c) any evidence that the alleged misconduct has damaged, or has the potential to damage, the reputation of the BCAFN;
 - (d) whether the complaint was made in bad faith or for an improper purpose or motive; and
 - (e) whether the substance of the complaint has been or is being appropriately dealt with in another proceeding or process.

¹¹ Bylaw 8.8.

¹² Bylaw 8.9.

¹³ Bylaw 8.10.

- 6.8 The Chair will submit the Committee's written recommendations, including the conclusions from its investigation, to the Board, which will ensure that the recommendations are distributed to the Members by email without delay.¹⁴

7. CONFIDENTIALITY

- 7.1 Unless otherwise determined by the Committee, the members of the Committee will treat all discussions between members of the Committee that relate to a complaint as confidential information.
- 7.2 Any recording of or minutes from a portion of a meeting involving discussions between members of the Committee that relate to the referral or investigation of a complaint will be treated as confidential information and disclosed only with the consent of the Committee.

8. CONFLICT OF INTEREST

- 8.1 Conflicts of interest and perceived conflicts of interest are understood by the members of the Committee to occur when a member participates in discussions about a matter that may directly or indirectly result in benefits (financial or other and regardless of the size) to this member or someone with whom the member has a familial or professional relationship.
- 8.2 Every member of the Committee must avoid any situation in which there is an actual or apparent conflict of interest that could or could appear to interfere with that member's judgment in making recommendations in accordance with the Bylaws and these Terms of Reference.
- 8.3 A member of the Committee who is in an actual or apparent conflict of interest:
- (a) in respect of a governance matter to be reviewed by the Committee at a meeting of the Committee, must remove themselves from such meeting; or
 - (b) in respect of a complaint, must recuse themselves from any investigation or recommendation related to such complaint.
- 8.4 If a member of the Committee believes that another member is in a conflict of interest and has not declared it, it is the responsibility of that member to inform the Chair of the perceived conflict of interest. The Chair will rule on the matter.

9. GENERAL

- 9.1 The Committee may, by consensus, recommend amendments to these Terms of Reference for review by the Board, and put forward for ratification by the Chiefs-in-Assembly.
- 9.2 Notices to each of the Committee members may be made to the following addresses:

- (a) _____ : ◆

Deleted: Chief Courteney Adolph-Jones

¹⁴ Bylaw 8.11.

- (b) _____ ◆
- (c) _____ ◆
- (d) _____ ◆
- (e) _____ ◆
- (f) _____ ◆

Deleted: Chief Donna Aljam:

Deleted: Chief Greg Louie:

Deleted: Chief Tony Morgan:

Deleted: Chief Brian Tate:

Deleted: Chief Janet Webster:→

9.3 Notices required to be served on the Board or BCAFN may be made to the following address:

1004 Landooz Road, Prince George, BC V2K 5S3

Attention: Chief of Staff