



# Governance Policy

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## 1) INTRODUCTION AND PURPOSE

The Government of Peguis First Nation, elected by its membership, is responsible for programming and service delivery, policy making and decision making on behalf of and for the benefit of the Band membership it represents and the community of Peguis First Nation.

The Government of Peguis First Nation, as elected officials, are responsible and accountable to the membership of Peguis First Nation.

Peguis First Nation, along with its government, receives financial resources from Indigenous Services Canada (formerly Indigenous and Northern Affairs Canada) the Province of Manitoba and through local revenue generation.

The mission of the government of Peguis First Nation is to work with the Band's membership, the community, and various levels of government to help grow and enhance the community as it moves along a path to prosperity and sustainability.

### 1.1 Purpose

This Governance Policy has been established and written under the authority of the Financial Administration Law (FAL), enacted by the Government of Peguis First Nation in May 2016, and under the direction, guidance, and authority of the Government of Peguis First Nation.

This purpose of this Governance Policy is to ensure the effective, efficient, and transparent governance of Peguis First Nation.

This policy will also serve the purpose of outlining the importance of the Administration along with Chief and Council and how each body contributes to the efficient and effective management of the government's operations.

This policy is meant to replace the former policy, "Council Procedures" which was first adopted in August 2009, and is meant as the first step in customizing the rules of governance for PFN.

The policy will do this by providing guidance in the following key areas:

- By outlining the roles and responsibilities of the Government of the First Nation as it relates to the operations and administration of the First Nation, including its responsibilities to and its role in hiring the Management which operates and administers the affairs of the First Nation on behalf of the Government.
- This Governance Policy is not intended to deal with and address all possible governance matters that may face the First Nation and its Government. It is meant as a guideline and to set forth expectations of how and when, Peguis First Nation's Government can and

should assume overall responsibility of the operations and administration of Peguis First Nation.

## 2) DEFINITIONS

**The Government of Peguis First Nation** – shall be referred to as “Chief and Council” throughout the remainder of this Policy. The Chief and Council of Peguis First Nation is made up of seven (7) members elected by the members once every four years. Chief and Council is currently comprised of one (1) elected Chief and six (6) elected Councilors’.

**Financial Administration Law**- a Law enacted by Chief and Council on behalf of the First Nation, to allow for greater transparency in its accounting and financing, in the way it reports to its membership and its funders, increased controls on resource use. It will hereinafter be referred to as FAL.

**Indigenous Services Canada** – shall be referred to as ISC throughout the remainder of this Policy. ISC is the federal government department that provides for the delivery of funding services to First Nations, Metis and Inuit populations in Canada living both on and off Reserves in Canada

**The First Nation** – for the remainder of this Policy will refer to the membership of Peguis First Nation- of speaking directly of the membership.

**PFN Employees**- In speaking to, of, or about the First Nation’s employees, they will be referred to throughout the remainder of this Policy as PFN employee(s).

**PFN Management**- PFN employees hired, directly or indirectly, by Chief and Council and which Chief and Council may hold responsible and accountable for the Operations and Performance of Departments which constitute the functional areas of the Government. This can be interpreted to mean: Directors, Managers and/or Supervisors, or their designates, as may be named from time to time.

**Management**- PFN employees that hold the position/ role/ level of responsibility that make them either the Chief Operating Officer of the Chief Financial Officer, or both from time to time.

In relation to financial administration or the delegation of financial authority on behalf of Chief and Council in this policy, the reference to Management, can be taken to mean the **Chief Financial Officer**.

In relation to operational administration, or the delegation of operational authority on behalf of Chief and Council in this policy, the reference to Management can be taken to mean the **Chief Operating Officer**.

When both the **Chief Operating Officer** and the **Chief Financial Officer** are referenced collectively and together as one person, they will be referred to as **Executive Management**.

*\*\* The above list of definitions is not meant to be exhaustive, however specific to this policy. For all interpretations or definitions of words or phrases, or terminology that might not be addressed in the above list, that might be used throughout this policy, such as nepotism, please refer to definitions in other Policies that have been implemented by Chief and Council.*

### 3) DISTRIBUTION OF POLICY

This policy is intended for the use and distribution to the following users within PFN:

- 3.1) Chief and Council in their governance capacity over PFN to provide it with assurance that effective policy has been developed and implemented which ensure a sound organizational structure exists, and that Chief and Council's ability to govern and make decisions for the First Nation is assured, and that PFN has clearly established the relationships of the Chief and Council to the rest of the First Nation and its Administration.
- 3.2) PFN's Chief Financial Officer and their Finance Department to provide it with tools necessary to ensure the stewardship and proper use of the First Nations' financial resources, as charged by Chief and Council and the FAL, are met and carried out. In distributing this policy to the department, the Finance department has been given the authority, through both C&C and the FAL to enforce, if necessary, and carry out the terms set out in this policy, and the requisite authority to enforce and ensure Chief and Council's direction is carried out as set forth in Band Council Resolutions, Minutes of Chief and Council Meetings or Letters of Direction from Chief and Council.
- 3.3) PFN's Chief Operating Officer for the same underlying reasons as distribution to the Finance Department, namely so that they may follow the terms and conditions as set forth in this Governance Policy as they implement the Direction and Goals of Chief and Council.
- 3.4) PFN Employees so they may know the authority levels of the Chief Operating Officer and the Chief Financial Officer and how that authority may have been granted to them by Chief and Council, and so they may know the linkage between Chief and Council and the administration of Peguis First Nation.
  - 3.4.1) PFN employees may also receive this Governance Policy so they know that Chief and Council assumes overall accountability and responsibility for the Operations and decision making for PFN.
- 3.5) PFN's Management, namely "the Directors" so they may effectively and efficiently manage the Human Resources available to their department and their departmental budgets and so they may know how they are to report program and departmental information and happenings to.

### 4) CRITERIA FOR OFFICE OF CHIEF AND COUNCIL

**4.1)** To be eligible to run for office and to hold a position as Chief or a Council member, a Band member must satisfy the following criteria:

- a) Must be at least the age of majority in the Province of Manitoba
- b) Must not have been indicted of a criminal offense or charged with an indictable criminal charge.
- c) Must not have their name, neither now or never, appear on the Child Abuse Registry
- d) Must be able to produce proof of the above within five (5) days of the close of nominations

**4.2)** Once elected, no member of Chief and Council shall be:

- a) Convicted of an indictable criminal offense during their term in office, or charged with same during their term in office
- b) Become listed on the Child Abuse Registry
- c) Swear to and abide their Oath of Office (attached as Appendix 'H' to this policy)

**4.3)** Should a situation arise where any event in **4.2)** above occur, that individual, regardless of position, or role in Chief and Council, will be asked to resigned their position as they no longer fit the necessary criteria to hold their office.

## **5) ROLE OF CHIEF AND COUNCIL**

### **5.1) General Role of Chief and Council**

**5.1.1)** In general, the role of the First Nation's and PFN's Chief and Council are based on their inherent right to govern themselves.

**5.1.2)** The members of Chief and Council, once elected serve the role and responsibility of forming the government of the First Nation and governing the First Nation in the best interests of its members.

**5.1.3)** Whether elected in a general election or a by-election, each member of Chief and Council will be assigned a Portfolio of Ministries at the outset of their term in office, or at the first (1<sup>st</sup>) Duly convened meeting of Chief and Council after the election or by-election has taken place.

**5.3.1.1)** Each Chief and Council member will be assigned a Ministry based on their skillset, interest and general knowledge.

**5.3.1.2)** Once a Ministry is assigned to a member of Chief and Council, their role becomes one of oversight, interpretation of policy to their Program directors. It is not to usurp or take over daily management or make management type decisions for their ministry.

**5.1.4)** Reporting to Chief and Council, at least once monthly, on the status of their Ministries or other matters that might have been assigned to them.

**5.1.5)** Chief and Council must keep themselves current and aware of the environment around them so they might be able to respond appropriately to constituents and provide appropriate guidance to PFN's Executive Management.

**5.1.6)** Members of Chief and Council must attend duly convened meetings regularly unless they are excused from that meeting by the Chief.

**5.1.6.1)** To ensure members of Chief and Council are able to attend these meetings, the Chief of the Band will, in conjunction with the Chief Operating Officer, make an annual calendar of Duly Convened Meetings for Chief and Council.

**5.1.6.2)** Once the calendar of meetings as prescribed by 5.1.6.1) above is met, PFN's administration is then responsible for adding these meetings to the Chief and Council's calendar of meetings and events.

**5.1.6.3)** Once the meeting calendar has been set by the Administration and added to Chief and Council's calendars, every effort will be made by members of Chief and Council to attend the scheduled meetings.

**5.1.6.4)** Should any one of the members of Chief and Council miss three (3) consecutive scheduled meetings - as prescribed above in 5.1.6.1), without being excused by the Chief, or without the consent of Chief and Council, that member of Chief and Council will be deemed to have abandoned their office.

**5.1.7)** If a situation happens in which the conditions of 5.1.6.4) have indeed been met, and that a member of Chief and Council have been deemed to have abandoned their office, a by-election shall be called as soon as practicable to replace the member of Chief and Council.

**5.1.8)** *At the very least, once every two (2) months, or 6 times per year,* meetings of Chief and Council ***will be made public through*** an acceptable live

streaming technology as defined by PFN's Information Technology Department, such as Facebook live.

**5.1.8.1)** Once every 2 months and in conjunction with the public broadcast of the Chief and Council meetings, to allow for participation from Band membership, these meetings will occur at the Community Hall.

**5.1.9)** During the public meetings, any Band member in attendance may ask a question of Council, and expect to have that question responded to by a member of Chief and Council, otherwise known as hearing deputations.

**5.1.10)** Providing a Band member has arranged with the Chief Operating Officer to have their submission placed ***on the agenda for any regularly scheduled meeting***, not just the publicly broadcasted meetings, that Band member will be given fifteen (15) minutes to present their submission (or request) to Chief and Council.

**5.1.11)** Chief and Council will be responsible for meeting minutes being taken of any of their meetings, including and in special consideration of their duly convened meetings.

**5.1.12)** Chief and Council will ensure that meeting minutes of duly convened Chief and Council meetings will be approved by Chief and Council and posted for consumption in various posting locations for membership and staff and management of PFN to review.

## **5.2) First Nation Law Making**

**5.2.1)** Other than a bylaw, and including the Financial Administration Law, the Chief and Council may adopt a law that may be or is in fact, in the best interest of the membership of PFN.

**5.2.1.1)** The law must be given three (3) readings and these readings may be conducted on the same day.

**5.2.1.2)** At first reading the title and the intended objective of the law shall be read by the chair and a copy of the results of the first reading will be posted at various posting locations, including the website.

**5.2.1.3)** A second reading of the law shall be heard and shall consist of debate on the general principles of the law, the results of which shall be recorded in Chief and Council minutes and will be posted in posting locations, including the website.



**5.2.1.4)** The third reading of the law shall be heard and shall be conducted at a special general assembly of the membership of PFN, which will be called for the purposes of holding a referendum.

**5.2.1.5)** The rules for referendums which PFN has adopted will apply to the referendum vote called in 4.2.1.4)

**5.2.1.6)** As a matter of due process and in accordance with the PFN rules for referendums, the membership of PFN will be provided with the text of the law.

**5.2.1.7)** Should the referendum vote pass the pending law with the required percentage of the vote required, upon the adoption date of said law, that law will have the force of law as given to it by the membership of the First Nation.

**5.2.1.8)** A pending law may be amended at any point in time prior to the membership approving said law.

**5.2.1.9)** From time to time a law may be amended, if a law should be amended, the amended law must be approved through membership and through a referendum vote and the rules and steps outlined above must be followed.

## **6) GENERAL RESPONSIBILITIES OF CHIEF AND COUNCIL**

### **6.1) General Responsibilities**

**6.1.1)** Chief and Council, in its governance capacity, are responsible for always ensuring the First Nation and its administration practice good governance.

**6.1.2)** Chief and Council assume overall accountability and responsibility for all legal, financial, and operational decision making relating to the operations and administration of the First Nation.

**6.1.3)** In order to ensure the accountabilities and responsibilities outlined under 6.1.2) are met and executed upon Chief and Council will hold regular

scheduled meetings at a frequency of their choosing which they feel will allow themselves to effectively oversee the operations and administration of the First Nation.

**6.1.3.1)** Once the meeting frequency is established by Chief and Council, the COO will ensure the meeting dates are scheduled in all members calendars, including *ex-officio* members.

**6.1.3.2)** In so doing, the Chief and Council and the COO will establish a calendar for Chief and Council meetings, which will then be made available to all necessary participants, including the membership upon request,

**6.1.3.3)** In the event a special purpose meeting of Chief and Council needs to be called, and providing that meeting will then become Duly Convened, all members of Chief and Council, including *ex-officio* members who might be required to attend, will be given a notification period of no less than three (3) days, or seventy-two (72) hours of the meeting.

**6.1.3.3 a)** Any special purpose meeting of Chief and Council as noted above, and providing the meeting is convened under these rules, shall follow the standard meeting rules as laid out in this governance policy.

**6.1.4)** The above regularly scheduled meetings of Chief and Council must be Duly Convened as per Meeting Rules and the *Indian Act*, to ensure that any decisions or actions taken by Chief and Council are both authoritative and binding.

**6.1.4.1)** Only when meetings of Chief and Council are Duly Convened can the Government make decisions and vote on those decisions, and make those decisions binding and executable upon the First Nation and PFN Employees and PFN Management.

**6.1.4. 2)** Chief and Council are responsible for ensuring the delivery of services and programs for the community are carried out as prescribed by the membership of the First Nation and its funders.

**6.1.5)** The Chief and Council of the First Nation, form the Board of Directors of the First Nation.

**6.1.5.1)** In this capacity, the Chief and Council, at its first duly convened meeting of the new fiscal year, must elect a Vice-Chair for the Board of Directors.

**6.1.5.2)** The purpose of the Vice-Chair will be to conduct Duly Convened Meetings of Chief and Council in the absence of the Chair of the Board, or the Chief.

**6.1.5.2.1)** While acting as meeting Chair, the Vice-Chair for that meeting, and that meeting alone will not have a vote on any matters before Chief and Council.

**6.1.5.3)** Under this policy the Chief of the Band is required to notify the Vice-Chair if they will not be able to make the meeting in its entirety or in part.

**6.1.5.4)** For purposes of this policy, the Chief of the Band will, by virtue, or their elected position, be the Chair of Chief and Council.

**6.2) Duly Convened Meeting Rules and Decisions Reached by Chief and Council**

**6.2.1)** Duly convened meetings of Chief and Council shall only begin when a quorum of Chief and Council is achieved, or four (4) of the seven (7) members of Chief and Council are present.

**6.2.2)** Duly convened meetings of Chief and Council shall only continue if a quorum of Chief and Council, as noted above, is present through out the duration of the meeting.

**6.2.3)** Should it arise that at anytime during a Duly Convened meeting of Chief and Council, that a quorum of Chief and Council cannot be maintained for all or part of the meeting, the meeting shall be paused until quorum can be achieved, or postponed entirely to another date of Chief and Council's choosing.

**6.2.4)** A recorder for the Duly convened Chief and Council meeting must be present to take minutes of the meeting and to later transcribe those same minutes.

**6.2.5)** Whenever possible the way in which the meetings are recorded should be consistent from one meeting to the next.

**6.2.6)** Within three (3) business days subsequent to the meeting date the minutes of the said Duly convened meeting of Chief and Council will be circulated to the attendees for their review and any edits that may be needed.

**6.2.7)** The minutes from the previous Duly convened meeting of Chief and Council shall only be approved at the next scheduled Duly convened meeting of Chief and Council and not before.

**6.2.8)** Approval of the minutes of the previous Duly convened meeting of Chief and Council will be added to the Agenda items of the subsequent Duly convened meeting of Chief and Council.

**6.2.9)** Agenda's for Duly convened meetings of Chief and Council will be the responsibility of the COO to draft and make available to Chief and Council and any *ex-officio* members of Chief and Council.

**6.2.10)** Prior to a meeting starting it must be called to order by the Chief, who in their capacity as Chief, will also be the Chair.

**6.2.11)** Decisions made by Chief and Council may only be reached at Duly Convened meetings of Chief and Council.

**6.2.12)** For a decision to be reached by Chief and Council on any subject matter, and prior to a Band Council Resolution, or Letter of Direction, or any type of action that is reached by Chief and Council, a member of Chief and Council who is not the Chief, and not the person presenting the subject matter, must make a motion on same.

**6.2.13)** Only after such time as a motion is made may Chief and Council vote on the decision that may be needed or reached.

**6.2.13.1)** For the vote to occur on the motion presented it must require a member of Chief and Council, who is not the Chief, to make the motion and another member of Chief and Council, who is not the Chief to Second the motion. The motion to be voted on cannot be made by the presenter.

**6.2.13.2)** Once the motion is seconded the Chair of Chief and Council can ask for the vote on the motion to take place.

**6.2.14)** Once the Chair calls for the vote, the vote will be conducted by a show of hands for those in favor of the motion, and then for those that are against the motion, and then for those who wish to abstain from the vote.

**6.2.14.1)** For a motion to carry, there must be at least a quorum of the members of Council, or four (4) members of Council, to vote in favour of the motion.

**6.2.14.2)** In all matters being decided upon by Chief and Council, the Chief in their capacity as Chair, shall not have a vote, unless there is a tie in the vote by Council.

**6.2.14.3)** In the event there is a tie in the vote of Council, and three members of Council vote for, and three members of Council vote against, the Chief, in their capacity as Chair, will cast the tie breaking vote.

**6.2.15)** All motions made by Chief and Council, including the record of the vote, and which members of Chief and Council voted for, against and abstained from voting will be recorded in the minutes of the meeting.

**6.2.16)** Once the vote is cast and the record of the vote is recorded, and should the motion require a signature, such as a Band Council Resolution, the motion will not be signed in approval until such time as after the vote on the motion is recorded.

**6.2.16.1)** Specifically regarding BCR's, they may not be signed into authority by Chief and Council until the end of the Duly Convened meeting, and must be signed in accordance with the vote on the motion, or in this case, the BCR.

### **6.3 In Camera Meetings of Chief and Council**

**6.3.1)** Chief and Council recognize that certain subject matters which will be discussed at Duly Convened Chief and Council meetings may require the meeting to continue without the COO and / or the CFO or other staff or guests in attendance.

**6.3.2)** In situations such as those identified in 6.3.1), the Chair of Chief and Council will ask for the parts of the meeting that are to be held in confidential proceedings to Chief and Council to continue without those staff present, or "in-camera."

**6.3.3)** The use of in-camera meetings should, as much as possible, be limited in their use as they restrict the amount of information, or potential information that can be shared with the membership and administration.

**6.3.4)** The confidential in-camera meeting must be called for a legitimate reason and should be used to address the following;

- To protect the government, its operations, economic interests and delivery of its mandate from harm that could result from the release of certain information that may be premature or that could be distorted in transmission and may compromise a standing in a matter

- To protect individuals when the release of certain information would be an unreasonable invasion of their personal privacy.
- That participants can freely express their opinions in the best interests of the organization without fear of being quoted or targeted for point of view, be it dissent.

**6.3.5)** The topics for in-camera discussions may included, but not be limited to:

- The performance evaluation of the COO, the CFO or both
- The compensation of the COO, the CFO or both
- Any other subject matter for conversation that may be sensitive or confidential in nature that is raised with the Chair prior to the meeting commencing
- The Chair always, will ensure the in-camera session is on point and does not discuss any subject, or subject matter that should involve the COO, the CFO or both.

**6.3.6)** Any member of Chief and Council can request for a meeting to be in-camera, it does not have to the Chief in their capacity as Chair, providing there is a legitimate and bonafide reason to do so.

**6.3.7)** Once a request to carry on the meeting in-camera is made, the Chief and Council shall vote to determine if the matter is for in-camera discussion. Only if the vote carries by reaching a quorum of Chief and Council, will the meeting continue as in-camera.

**6.3.8)** Once in-camera, all records of the in-camera meeting will be maintained by the Chair of Chief and Council, and will be maintained by the same individual, until they may retire or are no longer are in the position of Chief of the Band.

**6.3.9)** Any member of Chief and Council will have access to the records of any in-camera sessions or meetings.

**6.3.10)** Any motions that are made in an in-camera session, may be presented during the in-camera meeting or session, however, any vote that might be required on the motion cannot be done so until the regular meeting Duly Convened meeting is resumed.

**6.3.11)** Following the Duly convened meeting of Chief and Council, the Chief, in their capacity as Chair, will meet with the COO, the CFO or both, to

de-brief them on the subject matters discussed but will keep specific comments of members of Chief and Council as confidential.

**6.3.12)** Providing the Chief, in their capacity as Chair, approves of them remaining in the meeting once it is considered on-camera, the following individuals may remain in the meeting and will not have to be excused: Executive management, legal counsel and any guests that may have been invited to the meeting.

**6.4) General Assemblies of the Band Membership**

**6.4.1)** At the least, and on a semi-annual basis, Chief and Council are responsible for calling and holding a General Meeting with the Band's membership.

**6.4.2)** One of these semi-annual meetings must be to have the Annual audited financial statements of the First Nation reviewed by the membership.

**6.4.2.1)** The meeting to review the Annual audited financial statements must be called within ninety (90) days of the release of the final copies of the Financial statements for the year ending March 31.

**6.4.2.2)** To allow for full transparency with the membership, any formal requests for the audited financial statements for the year ending March 31 must be fulfilled and those statements released to the requesting members by the Chief Financial Officer, within thirty (30) days of the release of the Financial statements from the auditor.

**6.4.3)** In order to call a General Assembly of the Membership, Chief and Council must provide the membership with at least thirty (30) days advance notice of the meeting date.

**6.4.4)** For a General Assembly of the Membership to proceed, one of the following must be achieved:

- There must be at least 150 members of the membership, above the age of majority in Manitoba present at the meeting, or
- ten (10%) of the registered voters on the voting list for Peguis First Nation must be in attendance.

**6.4.5)** An agenda for the General Assembly must be prepared by Chief and Council and provided to the Membership in attendance at the meeting.

**7.0) SPECIFIC RESPONSIBILITIES OF CHIEF AND COUNCIL**

## **7.1) Boards, Committees and Trusts**

**7.1.1)** Chief and Council are responsible for the striking and appointing of members of the various Boards of Directors, Boards of Trustees, Committees, Sub-Committees and Special Committees which support and provide guidance to the various programs which support the government of Peguis First Nation and which help in achieving its mission.

**7.1.1.1)** In this capacity, Chief and Council are also responsible for the dissolution of Board or Directors, Boards of Trustees, Committees and Sub-Committees and Special Committees.

**7.1.2)** All Boards of Directors, Boards of Trustees, Committees, Sub-Committees and Special Committee members will serve three (3) year terms and will be subject to Terms and Conditions as defined by Chief and Council which they must follow and adhere to in the fulfillment of their responsibilities.

**7.1.3)** Chief and Council are responsible for the appointment of the initial members of the various Boards of Directors, Committees, Sub-Committees, Special Committees, and for the three (3) First Nation Trusts, namely Chief Peguis Investment Trust, the Treaty Land Entitlement Trust, and the Peguis First Nation Surrender Trust.

**7.1.4)** Once the initial appointments are made for the three (3) First Nation Trusts, any vacancies on these Boards of Trustees, will be filled by following the process outlined by the Trust Nominating Committee.

**7.1.5)** Chief and Council are responsible for setting the monthly limits and amounts that Board members, Committee members, or Trust Members, might receive as an honorarium for their services.

**7.1.6)** With the exception of the one committee named in **7.1.5.4)** below, Chief and Council are responsible for setting the mandates, responsibilities and terms and conditions of the various Boards of Directors, Trustees or Committees. This will be done through BCR.

**7.1.6.1)** Each Board or Committee will be required to report to Chief and Council from time to time at Chief and Council's discretion.

**7.1.6.2)** Each Board or Committee will be responsible for appointing a secretary for their Board and for keeping meeting minutes.



**7.1.6.3)** The Secretary for each Board or Committee is responsible for transcribing and filing the meeting minutes within five (5) days of the meeting with the Chief Operating Officer.

**7.1.6.4)** The mandate, terms and conditions along with the role and responsibilities of the Finance and Audit Committee are found in the Peguis First Nation FAL and in the Terms of Reference attached to this policy as Appendix 'A'.

**7.1.6.4.1)** Chief and Council may, from time to time add additional responsibilities to the Finance and Audit Committee that are not assigned to the Committee by the FAL or the Terms of Reference attached.

**7.1.6.4.2)** Whatever the additional responsibilities that might be added to the Finance and Audit Committee must be of a financial or audit nature.

## **7.2) Executive Management**

**7.2.1)** Chief and Council are responsible for hiring and terminating its Executive Management, namely the Chief Operating Officer and the Chief Financial Officer.

**7.2.2)** In so hiring the Executive Management, these PFN employees become the only two direct reports to Chief and Council.

**7.2.3)** Chief and Council on an annual basis, is responsible for the review and evaluation of Executive Management.

**7.2.4)** Chief and Council, on an annual basis, is responsible for the reviewing and setting Executive Management's compensation, including salary levels.

## **7.3) Delegation of Authority**

**7.3.1)** In its capacity as the governance body for the First Nation, and being charged with the execution and delivery of programming and services to the membership, within its authority, Chief and Council is responsible for the finances and ensuring that all financial obligations the First Nation may enter into are met and discharged.

**7.3.1.1)** Chief and Council may discharge its delegation as per Appendix H and enclosed at the end of this policy.

**7.3.2)** To allow for the efficient and timely execution of services, program delivery and payment(s) on financial obligations, Chief and Council shall delegate to its Executive Management, within discretionary limits, financial signing authority.

**7.3.2.1)** In so doing, Chief and Council further acknowledge that to expeditiously process and facilitate the payment process, Executive Management shall have, collectively and individually, signing authority on all payments between \$0 and \$50,000.

**7.3.2.2)** Any payments which are above \$50,001 will need to be approved and signed by a quorum of Chief and Council, one of which being the Portfolio holder.

**7.3.2.3)** Any payment needed which is above \$50,001 will need the authority of Chief and Council, executed through a quorum of Chief and Council, prior to signing and approving of said payment.

**7.3.2.4)** Chief and Council may delegate any of its duties or functions related to the First Nation's Financial Administration to its Executive Management, employee, Committee, contractor or agent except for the following:

- the approval of Finance Policy that falls under Chief and Council's responsibility as specified in the FAL
- appointment and removal of members of the Finance and Audit Committee, including its Chair and the Vice-Chair.
- The approval of budgets, budget amendments, borrowings, and financial statements.
- The approval of the authorization of the Delegation of Authority Table.
- Any matters relating to the employment or compensation of its Officers.

**7.3.4)** Temporary Delegation and assignments may be authorized for due to illness, annual or other types of leave and must be documented using the Temporary Delegation of Authority Instrument found in Appendix I.

#### **7.4) Policy Development and Implementation**

**7.4.1)** In its capacity as the governing body for the First Nation and PFN, Chief and Council will assume *all* legal responsibility for PFN. As such, Chief and Council are responsible for the developing, reviewing, issuing, amending an adequate set of policies and procedures for PFN, required within the FAL which includes, but is not limited to Governance, Information Management, Operations, Human Resources, Risk Management and Financial operations.

**7.4.4.1)** The Finance and Audit Committee are responsible for recommending to Chief and Council, the issuance, revision, removal, or policy and procedure document related to reimbursable expenses and perks of Chief and Council and employees only.

**7.4.2)** In order to allow for effective, efficient, and expeditious policy development and implementation, Chief and Council delegates its responsibility of policy development to the subject matter experts.

**7.4.3)** In the case of PFN, the subject matter experts will be the Executive Management, or their appointees or designates, along with PFN's legal counsel (if necessary), or any third parties the Chief and Council, from time to time, may deem as appropriate in the development of a specific set of policies.

**7.4.4)** All policies must be approved by Chief and Council prior to their implementation and coming into force.

**7.4.4.1)** All policies, whether new or amended, must be approved by Chief and Council at a duly convened meeting of Chief and Council, with a minimum of a quorum of Chief and Council present, and the approval must be done in writing and not necessarily through a Band Council Resolution.

**7.4.5)** From time to time, and when a quorum of Chief and Council deems it appropriate, Executive Management, may be required to redraft or amend a certain policy or policies.

**7.4.5.1)** All policies will be reviewed at minimum, on an annual basis to ensure the policy or policies continue to achieve the desired result or intention as when it was developed and implemented.

**7.4.5.2)** Amendments to policy will only be done should the following circumstances require it:

- a change in common law (Federal or Provincial), or a by-law which may necessitate a change to the

policy to make it compliant with the minimum standards under the law

- the Policy becomes outdated and needs to be brought to current standard
- Chief and Council deem it to be appropriate to review and make amendments

**7.4.5.3)** At all times the Finance Policy must be compliant with GAAP and with standards set by the First Nations Financial Management Board.

**7.4.5.4)** At all times, the *Human Resources Policy and Procedure Manual* must be compliant with the *Canada Labour Code and the Employment Standards Act (MB)*.

**7.4.5.4.1)** The *Human Resources Policy and Procedure Manual* must follow best practices and remain current with any standards that might be set by the Association of Chartered Professional Human Resources (CPHR) of Manitoba, or other local governing body for Human Resource Professionals in Manitoba.

**7.4.5.5)** At all times, this Governance Policy must remain current with best practices relating to governance, and governance training.

**7.4.5.6)** The Chief Operating Officer is responsible at all times to communicate that all approved policies and procedures and make sure they are accessible to all affected departments and persons whether on the First Nation's server or cloud, website or allocation to which all those affected have access.

**7.4.5.7)** The Chief Operating Officer will ensure that all employment and service contracts require employees and contractors of the First Nation to comply with the policies and procedures of the First Nation.

## **7.5) Accounting and Record Keeping**

**7.5.1)** Regarding Accounting and record keeping for the First Nation, Chief and Council has the following responsibilities:

**7.5.1.1)** Recruit, hire and retain, as may be needed and from time to time, a Chief Financial Officer.

**7.5.1.2)** The Chief Financial Officer must hold at a minimum a Chartered Professional Accounting (CPA) designation.

**7.5.1.3)** On an annual basis, Chief and Council, at a Duly Convened Meeting of Chief and Council, must appoint an auditor.

**7.5.1.4)** The appointment of the auditor will be for a three (3) year term, and the auditor will be chosen from a selection of respondents to a Request for Proposal- which must be received with at least three (3) proposals.

**7.5.1.5)** On an annual basis, through a vote, and no less than a quorum of Chief and Council, approve the Annual Consolidated Financial Statements for the First Nation.

**7.5.2)** In order to allow for the effective management of daily financial functions from time to time, the Chief and Council shall delegate financial authority and financial decision making to PFN's Chief Financial Officer.

**7.6) Approval Levels and Authority**

**7.6.1)** There are three levels of employees authorized by Chief and Council to approve expenses on behalf of the Government.

**7.6.1.1)** The Employees of PFN permitted to approve expenses on behalf of Chief and Council are those employees that hold the following positions/ titles or roles:

- **Program Managers** – expenses up to \$5,000.00.
- **Program Directors**– expenses up to \$10,000.00.
- **Executive Management**- expenses up to \$50,000

**7.7) Annual Operating Budget**

**7.7.1)** Approve through vote, on or before the 31<sup>st</sup> day of March of the current fiscal year, the Annual Consolidated Operating Budget for PFN for the next fiscal year.

**7.7.1.1)** The Annual Consolidated Operating Budget shall only be approved through a Duly Convened Council Meeting, which has at a minimum, a quorum of Chief and Council present at the meeting.

**7.7.1.2)** Any amendments that are deemed to be necessary by Chief and Council, must be approved in the same manner as in **7.7.1.2)** above.

**7.7.2)** Approve through vote, any expenditure or expense which may be necessary for the budget, but which may not have been included with the approved Annual Consolidated Operating Budget.

**7.8) Annual Report**

**7.8.1)** Chief and Council are responsible for: scheduling, calling, and organizing PFN's Annual Report.

**7.8.1.1)** The Annual report must be completed and published within one hundred eighty (180) days of the close of the fiscal year end.

**7.9) Annual Funding Agreements**

**7.9.1)** Review and approve through affixing their signatures to the Annual Canada First Nations Funding Agreement with the Federal Government.

**7.10) Two Year Strategic Plan**

**7.10.1)** Participate in the development of the 2 year Strategic Plan for PFN.

**7.10.2)** It is Chief and Council's responsibility to outline the goals, milestones and objectives that need to be accomplished on an annual basis under the Strategic Plan.

**7.11) Ten Year Comprehensive Community Plan**

**7.11.1)** Participate and carry out the development of the 10 year Comprehensive Community Plan for PFN.

**7.11.2)** It is Chief and Council's responsibility to outline the goals, milestones and objectives that need to be accomplished on an bi-annual basis under the Comprehensive Community Plan.

**8.o) REMUNERATION OF CHIEF AND COUNCIL**

**8.1)** Subject to a Band Council Resolution, remuneration for each member of Chief and Council may not exceed the following amounts on an annual basis:

**Chief:** \$229,000 per annum  
**Councilors':** \$189,000 per annum

**8.1.1)** The BCR outlining total compensation or remuneration for Chief and Council shall be renewed each year on or before April 1<sup>st</sup>, with the approval of the annual operating budget.

**8.1.2)** The BCR should be presented to Chief and Council for signing separate from any approvals that might be necessary for the annual operating budget.

**8.1.3)** The BCR will outline, or breakout into its component parts, the total compensation or entitlements that each position within Chief and Council can receive as compensation within the fiscal year.

**8.1.4)** The BCR for remuneration, must be signed by a consensus of Chief and Council annually, and more so, in years where changes might be deemed necessary.

**8.2)** In recognition of their service to the First Nation, on an annual basis, each member of Chief and Council shall receive an honorarium, paid at a frequency which is determined by the Finance Policy. The honorarium will be distributed as followed, and which may be subject to revision from time to time and will be included in the calculation of each member's annual remuneration:

**Chief:** \$113,000 per annum  
**Councilors':** \$83,000 per annum

**8.3)** To aid in and facilitate the amount of travel required of them as representatives of the First Nation, Chief and Council will be supplied with a vehicle, the value of which is set forth below (all vehicle values include all applicable fees):

**Chief:** up to \$80,000  
**Councilors':** up to \$70,000

**8.3.1)** All vehicles supplied to Chief and Council will be done so through a lease agreement with a reputable Automobile Dealership. Leases will be signed for period of five (5) years.

**8.3.2)** The monthly lease payment, including the interest, will be included in the calculation of the annual remuneration for each member of Chief and Council.

**8.3.2.1)** Lease payments are not to exceed the following amounts:

- **Chief-** \$2,000 per month
- **Councillors-** \$1,500 per month

**8.4)** Chief and Council will be provided with an annual fuel allowance of \$24,000, or \$2,000 monthly, which from time to time, may be subject to change.

**8.4.1)** The \$24,000 annual fuel allowance will be included in the calculation of the annual remuneration for each member of Chief and Council.

**8.5)** Each member of Chief and Council shall be entitled to a repairs and maintenance allowance of no more than \$12,000 annually, or \$1,000 monthly.

**8.5.1)** This monthly allowance will be held in trust on behalf of the Chief and Council, by the Finance Department, and may only be used when the vehicles supplied to Chief and Council are in need of repair or servicing.

**8.5.2)** The amount of the allowance used on an annual basis will be used in the calculation of annual remuneration for each member of Chief and Council.

**8.6) Out of Province and Out of Country Travel.**

**8.6.1)** When travelling out of province or out of country on matters for the First Nation, Chief and Council will follow the First Nation's per diem policy and will be entitled to a per diem of \$300.00. excluding accommodations where the band covers these expenses.

**8.6.2)** Similar to employees of the First Nation, the above noted per diem is expected to be used to facilitate the increased costs for travelling outside of their home province.

**8.6.3)** Arrangements for flights, hotel, vehicle rental, or anything else that might be needed will be arranged for by the First Nation's Procurement department and will be done so through utilization of Purchase Orders.

**9.0) THE ROLE OF THE CHIEF OPERATING OFFICER**



**9.1)** The Chief Operating Officer is one of two employees of Chief and Council. The other is the First Nation's Chief Financial Officer. The Chief Operating Officer is responsible to the Chief and Council.

**9.2)** The Chief Operating Officer, by virtue of their position, is *an ex-officio* non-voting member of Chief and Council and serves as the Secretary to Chief and Council in this regard. As such the Chief Operating Officer is a required attendee at all Duly Convened Chief and Council meetings.

**9.2.1)** The Chief Operating Officer will be responsible for setting and formalizing the agenda for each Duly Convened meeting of Chief and Council.

**9.3)** The Chief Operating Officer for the First Nation will serve in the capacity of Corporate Officer for the First Nation, and through holding such office, will have the authority, as delegated to them by Chief and Council, to bind the agency within limits and responsibilities as defined by Chief and Council and this Policy.

**9.4)** The Chief Operating Officer, by virtue of their position, will be the authority, as delegated to them by Chief and Council, and will be held accountable for the ***daily operations*** of the First Nation, including, but not limited to its staff, management, and Directors.

**9.4.1)** Ensuring those with delegated authority understand the responsibilities and have the, competence, skills and knowledge necessary to exercise authority and ensure any standards are being met.

**9.4.2)** Establishing protocols for delegation and temporary assignments that align to the organizational chart to deal with absences due to illnesses, vacation, or other extended leaves using the Temporary Delegation of Authority as per Appendix 'I' of this *Governance Policy*. temporary delegation and authorization form.

**9.4.3)** The Chief Operating Officer will ensure there is an appropriate level of documentation including the Authorization and Delegation Table and a signed Temporary Delegation and Authorization form. The Chief Operating Officer will make sure that delegated authority is specified in job descriptions where appropriate.

**9.5)** The Chief Operating Officer is responsible for the recruitment, retention strategy, and performance for all the First Nation's (employee) Directors, except for the Director (Manager) of Information Technology, and the Chief Financial Officer.

**9.5.1)** The responsibility to recruit, hire and retain the Chief Financial Officer is

that of Chief and Council's.

**9.5.2)** The responsibility to recruit, hire and retain the Director (Manager) of Information Technology is the responsibility of the Chief Financial Officer.

**9.6)** The Chief Operating Officer is responsible, in part, for approving and revising policies on behalf of the Administration, and maintain an accurate and current list of all applicable policies for the Administration and Chief and Council of the First Nation, including this one.

**9.7)** The Chief Operating Officer is the Administration lead on the approval process for policy and is responsible for advancing policies to Chief and Council for approval.

**9.8)** The Chief Operating Officer will maintain and keep current the Authorization and Delegation Table and communicating any updates to employees to ensure that delegated responsibilities can be carried out effectively and efficiently.

**9.9)** The Chief Operating Officer will maintain and keep the listing of names and titles of all Board of Directors, Boards of Trustees, Committees and Sub-Committees, including the Finance and Audit Committee.

**9.9.1)** With respect to the Finance and Audit Committee the Chief Operating Officer is also responsible for tracking FAC member financial competency and independence details and the date of appointment or reappointment, the term of membership, and the term end date.

**9.9.2)** With respect to the Finance and Audit Committee the Chief Operating Officer is responsible for keeping the chairperson current on major developments and provide FAC with sufficient information on a timely basis to enable FAC to discuss potential issues, make decisions, and fulfill its mandate, assisting the chairperson in planning and making necessary arrangements for setting agendas, giving required meeting notices and holding meetings and attending each FAC meeting, unless excused by the chairperson for a reasonable reason or excluded from attendance by FAC vote as provided in the First Nation's Financial Administration Law

**9.10)** The Chief Operating Officer will also serve as representative of Chief and Council, and the First Nation's representative on the following Boards of Directors: Peguis First Nation Surrender Trust, Treaty Land Entitlement Trust and Chief Peguis Investment Trust.

**9.11)** The Chief Operating Officer in assuming their responsibilities and in accordance with this *Governance Policy*, and as represented by Appendix 'C' must review and sign their Oath of Office.

## **10.0) THE ROLE OF THE CHIEF FINANCIAL OFFICER**

**10.1)** The Chief Financial Officer is one of two employees of Chief and Council. The other is the First Nation's Chief Operating Officer. The Chief Financial Officer is responsible to Chief and Council.

**10.2)** The Chief Financial Officer, by virtue of their position, is an *ex-officio* non-voting member of Chief and Council and serves in an advisory capacity to same in this regard. As such the Chief Financial Officer is a required attendee at all Duly Convened Chief and Council meetings.

**10.3)** The Chief Financial Officer for the First Nation will serve in the capacity of Corporate Officer for the First Nation, and through holding such office, will have the authority, as delegated to them by Chief and Council, to bind the agency within limits and responsibilities as defined by Chief and Council, this Policy and the Finance Policy.

**10.4)** The Chief Financial Officer, by virtue of their position, is an *ex-officio* non-voting member of the First Nation's Finance and Audit Committee, and as such is required to attend all meetings of the Committee and will hold the position of secretary to that committee. The Chief Financial Officer will provide technical support, when necessary, to the members of the Finance and Audit Committee, and as requested by the Committee or required to by the FAL.

**10.4.1)** The Chief Financial Officer will be the Chief and Council's representative and be an *ex-officio non-voting* member of The Pension and Group Insurance Committee and the Investment Committee.

**10.5)** The Chief Financial Officer, in their capacity as such, and as delegated to them by Chief and Council, is responsible for the financial health, efficiency and financial transparency of the First Nation.

**10.5.1)** In that capacity, the Chief Financial Officer is responsible for the daily operations and management of the Finance and Accounting Department, including its staff.

**10.5.2)** The Chief Financial Officer is responsible for ensuring that all policies that are adopted by Chief and Council comply with the FAL and Generally Accepted Accounting Principles in Canada.

**10.6.2.1)** Conduct periodic reviews of the Finance Policy to ensure it remains compliant with the

FAL, Generally Accepted Accounting Principles and remains current with industry best practices.

**10.5.3)** The Chief Financial Officer will also serve as the relationship manager for all financial relationships the First Nation and/ or Chief and Council might or will enter.

**10.6)** The Chief Financial Officer will also serve as the First Nation's Information and Privacy Officer.

**10.7)** The Chief Financial Officer will also, by virtue of their position, and when needed, substitute for the Chief Operating Officer.

**10.7.1)** The substitute for the Chief Financial Officer will be the First Nation's Controller (or other appropriate team member of the Finance department) which holds the most seniority in the department.

**10.8)** The Chief Financial Officer will be responsible for ensuring, that once its approved by Chief and Council, the Delegation Table and the listing of signing authorities on the First Nation's bank accounts remains, at all times, current.

**10.8.1)** The Chief Financial Officer will ensure that when necessary, all documentation needed, including Band Council Resolutions, to update the signing authorities on the First Nation's bank accounts is gathered and submitted for review.

**10.9)** The Chief Financial Officer, in assuming their responsibilities, and in accordance with this *Governance Policy*, and as represented by Appendix 'B' must review and sign their Oath of Office.

#### **11.0) DELEGATION OF SIGNING AUTHORITIES**

**11.1)** In consultation with the Chief Financial Officer, the Chief Operating Officer, and to allow for expediency in processing transactions, the Chief and Council, delegates to no less than five (5) and no more than fifteen (15) Directors and Managers of the Administration workforce signing authority, and the ability to bind the government of the First Nation in that regard.

**11.1.1)** When the signing authorities have been identified, the Chief Financial Officer and the Chief Operating Officer will be responsible for bringing the names forward to Chief and Council for their approval, and to have the necessary BCR's and other documents for the banking institutions signed by Chief and Council

**11.1.2)** The Chief Financial Officer, in consultation with the Chief Operating Officer will assign signing authority limits on each Director or Manager as prescribed by Finance Policy.

**12.0) CHIEF AND COUNCIL CODE OF CONDUCT**

**12.1)** Given the nature of their office, Chief and Council are responsible for developing and implementing the operational and administrative policies for PFN .

**12.2)** Similarly, because they are elected officials and form the leadership for the community, the operations, and the administration, in their capacity as Chief and Council, the *Human Resources Policy and Procedure Manual*, in part does not apply to Chief and Council.

**12.3)** The part of the *Human Resources Policy and Procedure Manual* that applies equally to Chief and Council as it does to the Administration is that of the Respectful Workplace Policy.

**12.4)** Chief and Council will always conduct themselves in a manner consistent with good and effective leadership and in a professional and transparent manner and will take appropriate action, as outlined in the FAL, to remedy Chief and Council misconduct

**12.5)** In all dealings, Chief and Council will set the expectations of good and proper conduct by following the seven sacred teachings and allowing these teachings to guide them in their daily pursuits and interactions.

**12.6)** They will work with and develop a spirit of mutual trust, respect and understanding amongst themselves, the administration, and the membership.

**12.7)** Chief and Council, at every step, will work collaboratively and faithfully with everyone to build trust, and confidence in themselves and with others.

**12.8)** Encourage and embrace an atmosphere of open communication and transparency with the administration and the membership they represent.

**12.9)** Consistently and willingly work together as a team to advance the growth, prosperity and sustainability of the community and membership of Peguis First Nation.

**12.10)** Chief and Council will set clear goals for the administration to achieve. Once achieved, a commitment will be made by Chief and Council to always encourage the administration to improve, find alternative ways of doing things and to always lead and to not follow.

**12.11)** Chief and Council will perform to the best of their abilities, their duties and responsibilities with honesty and respect, in balance and harmony with the administration and the membership.

**12.12)** As a matter of course and in accordance with this *Governance Policy*, and as represented by Appendix 'E', Chief and Council will be required, on the anniversary date of their term, to sign and renew their commitment to their code of conduct

**12.13)** As a matter of course, and in conjunction with this *Governance Policy*, the Chief and Council, upon assumption of office, and then again annually on the anniversary of their election to office, are required to sign their Oath of Office as represented in Appendix 'H' of this policy.

### **13.0) ACCEPTANCE OF GIFTS**

**13.1)** Chief and Council and/or Corporate Officers, from time to time may be offered gifts to help influence the course of decision making or actions that the First Nation might take.

**13.1.1)** Should a case arise such as this, under no circumstances will that individual accept the gift or offering.

**13.2)** From time to time, Chief and Council may be called upon to make public appearances, deliver speeches, and represent the First Nation at public events, or will have worked hard and lent their expertise to a certain initiative. As a thank you, many organizations will offer tokens, or gifts, to show their gratitude.

**13.2.1)** If a gift is presented in regards to **13.2)** and it is awarded in a public manner, and if that gift is duly marked for either the individual or the individual on behalf of the First Nation (or some other derivative of the First Nation), and providing the amount of the gift, or the gift itself does not get altered substantially in private, that gift may be accepted.

**13.3)** Tickets (or other similar type offerings) to music concerts, sporting events, or other cultural celebrations, including restaurants, that are valued and more than \$50.00 must be reported to the Chief Operating Officer.

**13.3.1)** Tickets (or other similar type offerings) to music concerts, sporting events, or other cultural celebrations, including restaurants, that are valued at more than \$100.00 must be reported to the Chief Operations Officer and the Chief Financial Officer.

**13.3.1.1)** All gifts received by Elected Officials and Officers, must be disclosed in accordance with Appendices 'F' and 'L' respectively.

**13.3.2)** Tickets (or other similar type offerings) to music concerts, sporting event, or other cultural celebrations, including restaurants, that are valued at more than \$150.00 must be reported to the Chief Operating Officer, the Chief Financial Officer and the rest of the members of Chief and Council.

**13.4)** If a member of Chief and Council is uncertain as to whether to accept a gift or not, they are able to bring the matter forward to the other members of Chief and Council to discuss.

*\*\* the above policy on tickets (and other similar type offerings) cannot be circumvented by having the gift presented to someone else, such as a child, friend, or spouse of the individual, with the gift and asking them to either deliver it or provide that member of Chief and Council with it.*

#### **14.0) WHISTLEBLOWER POLICY**

**14.1)** Along with the rest of the policies for the First Nation, Chief and Council has established the following policy in regards to the reporting of wrong doing or misconduct of any kind.

**14.1.1)** To the fullest extent possible, Chief and Council will undertake to ensure the individual making a report, in good faith, of wrongdoing has their identity kept confidential.

**14.1.2)** The report must be initially filed with the Chief Operating Officer, unless of course the respondent is the Chief Operating Officer. If that is the case, the report will be filed directly with Chief and Council.

**14.2)** This policy on the reporting of misconduct or wrongdoing extends equally to Chief and Council as it does to the Board of Directors and Committee members, as it does to the staff and management of the First Nation.

**14.3)** The complete *Whistleblower Policy* for the First Nation, including responsibilities and procedures is included as Appendix M to this policy.

**14.3.1)** For purposes of clarity, the *Whistleblower Policy* will be a stand alone policy of the First Nation, however it is included as an appendix to this *Governance Policy*, as it is a matter of good governance, these types of policies exist and are known to exist.

#### **15.0) CONFLICT OF INTEREST**

**15.1)** A conflict of interest is a serious and potential damaging situation to arise. Even more so when elected officials are involved. As such a broader policy around conflicts of interest has been developed for the benefit of Chief and Council.

**15.1.1)** A conflict of interest may exist when a member of Chief and Council exercises a power, duty or function, or the potential to do same, and at the same time knows, or ought to reasonably have known, that in exercising that power, discharging the responsibility, or fulfilling their duties, that there was, or is, an opportunity for the individual to benefit, financially or otherwise, their private interests. This is also known as personal gain.

**15.1.1.1)** Private interests are defined in the FAL- Schedule *Avoiding and Mitigating Conflicts of Interest*, and are included with this policy as Appendix K.

**15.2)** An apparent conflict of interest can exist if a reasonably well informed person would perceive that the individual's ability to exercise a power, fulfil a duty or discharge a function of their office or position is affected by the individual's private interests.

**15.3)** All members of Chief and Council, and the Executive Management are required to sign a conflict of interest declaration upon being elected , or upon assumption of employment and to recuse themselves from any and all proceedings that might arise as a result.

**15.3.1)** In order to fully disclose a conflict of interest, both Executive Management and Chief and Council will be required to make the disclosure in accordance with Appendices 'D' and 'G'

**15.3.2)** Failure to sign and declare the conflict of interest and fully recuse themselves from the proceedings could lead to a disciplinary action against the member of Chief and Council the rest of the members of Chief and Council deemed as appropriate.

**15.3.3)** The Chief Operating Officer will conduct training and ensure filing the Conflict of Interest Disclosure forms is in accordance with the Peguis First Nation *Information Management Policy*, and in doing so will ensure the privacy of the individual filing the disclosure is maintained.

## **16.0) ORGANIZATIONAL CHART**

**16.1)** Through this *Governance Policy*, Chief and Council will make a requirement to establish the process around creating and maintaining so its current, an organizational chart that makes clear who reports to who in the First Nation's administration.

**16.2)** Regarding the establishment, creation, and ongoing maintenance of the Organizational Chart for the First Nation's administration, Chief and Council is responsible for:

- authorizing the creation and update of the organization chart
- approving the organization chart
- making sure that delegated resources are available to put in place and maintain the organizational structure



- ensuring the organizational chart clearly shows the First Nation's governance, administrative and financial management systems, and identifies the specific roles and responsibilities assigned to each level of governance and administration, and to each participant in the systems including committees

**16.3)** Regarding the establishment, creation and on going maintenance of the Organizational Chart for the First Nation's administration, Executive Management is responsible for:

- ensuring the organizational chart is prepared, recommended to Council for approval, and kept current
- ensuring the roles, responsibilities and reporting relationships are effectively communicated to all those affected by the organizational chart and as required by the Financial Administration Law

**16.3.1)** The Chief Operating Officer will prepare an organizational chart that clearly shows the First Nation's governance, administrative and financial management systems, and identifies the specific roles and responsibilities assigned to each level of governance and administration and to each participant in the systems including committees and submit to Council for approval.

**16.3.2)** The Chief Operating Officer will ensure the organizational chart includes definitions of the positions affected by the organization chart. The Chief Operating Officer will ensure each role identified in the organizational chart is clearly defined with a job description.

**16.3.3)** The Chief Operating Officer is responsible for filing, communicating, and distributing the organizational chart to all employees and affected persons.

**16.3.4)** On an as needed basis, but at the very least annually, the Chief Operating Officer will update the organizational chart for changes in personnel and will submit recommendations to Council for approval.

## **17.0) EXTERNAL AUDIT**

**17.1)** Through this *Governance Policy*, Chief and Council will establish a process surrounding the appointment, management, and termination of a qualified external auditor. The purpose of the audit is to render an audit opinion on the annual financial statements (and a special purpose reports that may be deemed necessary through various regulatory bodies and funding agreements) of the First Nation in accordance with GAAP and GAAS.

**17.2)** Chief and Council will establish this process through the Responsibilities and Procedures as may be listed in Appendix 'N' to this *Governance Policy*.

## **18.0) REPORTING OF COMPENSATION, BENEFITS AND CONTRACTS**

**18.1)** Chief and Council, through this policy and as a requirement of the First Nation's FAL will establish a process surrounding the annual disclosure of remuneration paid to each member of Chief and Council and expense reimbursed by the First Nation to Chief and Council, and by any entity that might be consolidated by the First Nation, whether such amounts are paid directly to them while acting in their capacity as a member of Chief and Council or in any other capacity.

**18.2)** The purpose of this part of the *Governance Policy* is to establish (greater) levels of accountability, transparency, and full disclosure for each member of Chief and Council remuneration and expenses paid by the First Nation and by its consolidated entities.

**18.3)** This part of the *Governance Policy* applies to Chief and Council and only Chief and Council.

**18.4)** This part of the *Governance Policy* does not apply to remuneration or expense received;

- in common with other First Nation members
- under a program or service universally accessible to First Nation members on published terms and conditions
- from a trust agreement, according to the terms and conditions of the trust.

**18.5)** Under this policy, Chief and Council are responsible for ensuring that each member of Chief and Council annually reports to the Chief Financial Officer all remuneration paid and all expenses reimbursed by the First Nation and by any entity consolidated into the First Nation's annual audited financial statements

**18.6)** Under this policy, the Chief Financial Officer is responsible for separately listing the remuneration paid and expenses reimbursed by the First Nation, and by any of its consolidated entities, to each member of Chief and Council, whether such amounts are paid to them while acting on Council or as Chief, or in any other capacity.

**18.6.1)** The Chief Financial Officer, under this policy, is also responsible for including the Schedule of Remuneration and Expenses as a special purpose report in the First Nation's financial statements, and ensuring that the same special purpose report is available on the First Nation's website or an alternate location to which members may have access.

**18.7)** Annually, or as often as may be required, to effectively and efficiently create and report this Schedule of Remuneration and Expense, the Chief Financial Officer, or their Finance Department, must follow the steps as outline in Appendix 'O' to this *Governance Policy*.

**End of Policy**