

TAĻTĀN

TAHLTAN CENTRAL
GOVERNMENT

Governance Policy Manual

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TABLE OF CONTENTS

1: DEFINITIONS AND INTRODUCTION	3
2: PURPOSE, PRINCIPLES AND STRUCTURE OF THE BOARD	8
3: ROLE OF THE TAHLTAN CENTRAL GOVERNMENT BOARD OF DIRECTORS .	17
4: STRATEGIC PLANNING, BUDGETING AND DEPARTMENTAL PLANNING	26
5: POLICY DEVELOPMENT	30
6: BOARD MEETINGS	33
7: RESIGNATIONS AND DIRECTOR ACCOUNTABILITY PROCESSES	37
8: TCG GOVERNANCE POLICY MANUAL DECLARATION FORM	48
9: CONSTITUTION AND BYLAWS OF THE TAHLTAN CENTRAL GOVERNMENT .	49
10: EXECUTIVE COMMITTEE TERMS OF REFERENCE (2020)	63
11: TERMS OF REFERENCE OF THE TAHLTAN ELDERS COUNCIL.....	69
12: TERMS OF REFERENCE OF THE TAHLTAN YOUTH COUNCIL (2020)	70
13: TERMS OF REFERENCE OF THE COMPLAINTS COMMITTEE	75
14: DIRECTOR'S CODE OF CONDUCT.....	79
15: DIRECTOR'S OATH OF CONFIDENTIALITY.....	81

16: DIRECTOR’S BUSINESS AND OTHER INTERESTS FORM.....	84
17: DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR	88
18: AD HOC COMMITTEE TERMS OF REFERENCE TEMPLATE.....	90
19: BOARD ORIENTATION CHECKLIST.....	92
20: BRIEFING NOTE TEMPLATE.....	93
21: BOARD STRATEGIC PLANNING SESSION AGENDA	94
22: POLICY TEMPLATE	95
23: REGULAR BOARD MEETING AGENDA TEMPLATE	97
24: TAHLTAN GOVERNANCE PROTOCOL (2015).....	99
25: BOARD MEETING MINUTES TEMPLATE	106
26: BOARD RESOLUTION TEMPLATE	109
27: TAHLTAN CENTRAL GOVERNMENT COMPLAINT FORM.....	110
28: ACCOUNTABILITY PROCESS WARNING NOTICE FORM	114
FINANCE POLICY MANUAL	115
HUMAN RESOURCES POLICY.....	116

GOVERNANCE POLICY MANUAL

1: DEFINITIONS AND INTRODUCTION

“1910 Declaration of the Tahltan Tribe” means the legal declaration made in 1910 by Chief Nanok and 80 other members of the Tahltan Nation to the Canadian government and British monarch with respect to the rights of the Tahltan people.

“Accountability Measure” has the meaning as specified in subsection 7.45.

“Accountability Process Warning Notice Form” means the form provided in section 28.

“Ad Hoc Committee” has the meaning as specified in subsection 2.37.

“AGA” means Annual General Assembly.

“Annual General Assembly” has the meaning as specified in section 9.

“Annual Report” has the meaning as specified in subsection 3.43.

“Board” or **“Board of Directors”** means the Tahltan Central Government board of directors.

“Bylaws” means the bylaws of the Tahltan Central Government that contain provisions respecting the internal affairs of the Society.

“Central Government” or **“TCG”** means the Tahltan Central Government.

“Committee” means either a Standing Committee or an Ad Hoc Committee of the Tahltan Central Government.

“Complaint” has the meaning as specified in subsection 7.22(a).

“Complaint Form” means the form provided in section 27.

“Complaints Committee” means the Standing Committee responsible for overseeing the administration of complaints in accordance with section 7.

“Director” means a member of the Tahltan Central Government board of directors.

“Director Accountability Process” means the process specified in section 7.

“Director’s Business and Other Interests Form” means the form provided in section 16.

“Director’s Code of Conduct” means the declaration provided in section 14.

“Director’s Oath of Confidentiality” means the oath provided in section 15.

“Elders Council” means a council of a minimum of three Tahltan Elders that are 65 years of age or older, and that has the purpose outlined in subsection 2.13.

“Executive Committee” means the Standing Committee composed of the President, the Vice-President and the Secretary-Treasurer.

“Executive Director” means a member of the Tahltan Central Government administration team who is responsible for the day-to-day operations of the Society.

“Family Representative” means the elected representative to the Tahltan Central Government board of directors from each of the following Tahltan families: Carlick; Cawtoonma; Eth’eni; Etzenlee; Good-za-ma; Ts’imgaltea; Stikine Claw and Thicke; Shukak; Thud ga; and Dekama.

“Finance Committee” means the Standing Committee responsible for overseeing the financial affairs of the Tahltan Central Government.

“Formal Accountability Process” means the process specified in subsections 7.15 to 7.41.

“Governance Committee” means the Standing Committee responsible for developing Terms of Reference of all Committees and for addressing any requests for amendments or adjustments to such Committees’ Terms of Reference.

“Implementation Committee” has the meaning as specified in section 12.

“Manual” means the Tahltan Central Government Governance Policy Manual.

“Nation” means the Tahltan Nation.

“President” means the senior executive officer of the Tahltan Central Government, as elected pursuant to the Bylaws.

“Report” has the meaning as specified in subsection 7.32.

“Secretary-Treasurer” means the executive officer of the Tahltan Central Government that assists in the general administration of the Society, as elected pursuant to the Bylaws.

“Society” means the Tahltan Central Government as incorporated under the *Societies Act* (BC).

“Special Assembly” has the meaning as specified in section 9.

“Standing Committee” means a committee that forms a regular component of the Tahltan Central Government’s governance structure.

“Strategic Plan” has the meaning as specified in subsection 4.1.

“Tahltan Governance Protocol (2015)” means the agreement set out in section 24.

“Tahltan Leadership Forum” has the meaning as specified in section 24.

“Tahltan Nation” means all members, governments, leadership and territory of the Tahltan people.

“Tahltan Nation Conduct Protocol” has the meaning as specified in section 13.

“Tahltan Nation Constitution” means a body of fundamental principles of the Tahltan Nation intended to improve governance structures.

“Tahltan Traditional Knowledge” has the meaning as specified in section 15.

“Tahltan Tribal Council” means the predecessor to the Tahltan Central Council and the Tahltan Central Government.

“TCG Governance Policy Manual Declaration Form” means the form provided in section 8.

“TCG Information” has the meaning as specified in section 15.

“Terms of Reference” means the guiding principles and rules of a Committee or council.

“Territory of the Tahltan Nation” means the traditional and unceded territory of the Tahltan people.

“Vice-President” means the executive officer of the Tahltan Central Government that is responsible to perform all of the duties of the President if the President is unable to act due to absence or other incapacity, as elected pursuant to the Bylaws.

“Work Plan” has the meaning as specified in section 10.

“Youth Council” means a council of a minimum of five Tahltan youth that are 30 years old or younger and that has the purpose as outlined in subsection 2.13.

“Youth Gathering” has the meaning as specified in section 12.

INTRODUCTION

Purpose of the Governance Policy Manual

The purpose of the Tahltan Central Government (“**TCG**”) Governance Policy Manual (the “**Manual**”) is to guide the work of the TCG Board of Directors (“**Board**”) for all governance-related issues, decisions and actions. It identifies how the Board organizes itself to accomplish its work and is intended to support the Board in its ongoing efforts to govern effectively, efficiently and to remain transparent and accountable to Tahltan members.

The Manual applies to each director of the Board (“**Director**”) and the Executive Director. All Directors will have access to the Manual. The Manual will also be publicly available to Tahltan members on the TCG website. Upon request, a member may also receive a copy of the Manual by mail.

Background

Strengthening our governance policies and processes has been an ongoing area of focus for the Governance Committee, the Executive Committee and the Board. Governance plays an important role in how the TCG functions and serves Tahltans. At its core, governance is the processes, structures and traditions that guide how the Board exercises power, makes decisions, and is held to account. The Board recognizes the importance and endorses best practices of democratic governance grounded in the founding governance structures and traditions of the Tahltan people.

The TCG, and the successor entity that came before it (the Tahltan Tribal Council), has a long history of affirming and advancing the self-determination of the Tahltan Nation. Beginning from the 1910 Declaration of the Tahltan Tribe, our leaders have worked tirelessly to build a strong system of governance that reflects our unique values as a Nation, while also being responsive and flexible to the realities of the Tahltan people.

In more recent history, the Tahltan people have passed several resolutions at past Annual General Assemblies (“**AGA**”) and provided direction to the TCG to look at options for updating our leadership structure selection processes. The following outlines the key resolutions passed by members over the past decade to advance the Tahltan Nation’s work towards a strengthened system of TCG governance:

- 2011 – Change of voting age from 16 to 18 years or older.
- 2012 – Change the Board composition to the Executive Committee elected at large by Tahltan members and one representative from each of the ten (10) Tahltan families appointed by his or her family.
- 2012 – Adopt a remote voting system to elect the Executive Committee members.
- 2012 – Develop, through consultation with the Tahltan community, a Tahltan Nation Constitution that outlines improved governance structures.

- 2014 – Anyone running for an executive position needs to have a seconder and five other supporters before they can put their name on the leadership ballot.
- 2014 – The Tahltan Central Council executive changed from a two-year term to a three-year term.
- 2014 – The Board confirmed new Director’s Code of Conduct and Director’s Oath of Confidentiality to help guide Directors in their work and how they handle sensitive information in the service of Tahltan people.
- 2014 – The Tahltan Central Council name changes to the TCG.
- 2015 – The collective Tahltan leadership, including the TCG, Tahltan Band Council and Iskut Band Council identified the development of the Tahltan Nation Constitution as a shared priority. To advance this work, a Tahltan Constitution Working Group was formed and continues to engage with Tahltan members regarding the various topics in relation to the Tahltan Nation Constitution.
- 2016 – The Board implemented this Manual to strengthen and help guide the work of the TCG Board.
- 2018 – The selection process for Family Representatives changed from a nomination process to an election process. These changes came into effect during the 2019 AGA where Tahltan members at large will elect all new Directors including three (3) Executive Committee members and ten (10) Family Representatives.

The Board recognizes that this Manual is intended to guide its work as it exists as a Society under the *Societies Act*, 2015, but that the desire remains to continue to evolve into a fully self-determined and self-governed people through the development of a Constitution for the Tahltan Nation.

Adoption and Review

- 1.1 All Directors are required to sign the adoption of the TCG Governance Policy Manual Declaration Form within the first month of becoming a Director and provide it to the Executive Director.
- 1.2 The Manual will be reviewed and updated as agreed by the Board.
- 1.3 Any changes to the Manual must be approved by the Board.

2: PURPOSE, PRINCIPLES AND STRUCTURE OF THE BOARD

Purpose of the Board

2.1 The purpose of the Board is to:

- a. organize and unite all persons of Tahltan ancestry for the purpose of the TCG;
- b. be the sole group representative of all persons of Tahltan ancestry in their effort to protect, define and assert inherent Tahltan aboriginal rights;
- c. advance on all occasions the interest of all persons of Tahltan ancestry and to encourage a co-operation of their efforts for the purpose of achieving their common objectives;
- d. hire, engage or otherwise secure the services of persons or firms for the promotion of any or all of the objects of the TCG;
- e. receive and acquire by gift, bequest, devise, transfer or otherwise, property of every nature and description in connection with any of the objects of the TCG;
- f. enter into any agreements and arrangements with any public or private entity that may be considered conducive to any or all of the objects of the TCG's and to obtain from such entity any rights, privileges and concessions which the TCG may consider it advisable to obtain and to carry out, exercise and comply with such arrangements and agreements, rights, privileges and concessions;
- g. communicate with and foster interaction with other aboriginal groups whose goals and aspirations are common with or similar to those of the TCG;
- h. subscribe to, become a member of and cooperate with other organizations whose objects are altogether, or in part, similar to those of the TCG;
- i. protect Tahltan aboriginal rights through fostering education and by developing a strong, accountable political voice based on Tahltan traditional values and beliefs;
- j. strengthen the cultural wellness of the Tahltan Nation by promoting Tahltan traditional values based on the concepts of caring, sharing, cooperation, truth, honour, fairness and, above all, respect;
- k. protect the eco-systems and natural resources of Tahltan traditional territory through engaging in and supporting only sustainable economic development that will not irreparably harm the land and/or the Tahltan people; and
- l. do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the TCG.

Principles of Board Governance

- 2.2 The governance style of the Board, in pursuit of the fulfillment of its mandate, is rooted in the following principles:
- a. Accountability: The authority and mandate of the Board is vested in them by the Tahltan people. As such, the Board acts in trust of Tahltan members and is responsible to the Tahltan people and subject to their collective oversight.
 - b. Transparency: By virtue of its accountability to Tahltan members, the Board is committed to sharing information about its goals and activities when it is appropriate and responsible to do so.
 - c. Focus and Strategy: The Board's focus is on governance and not on the administration and day-to-day operations of the organization. The Board will seek to provide the overall strategic direction to the TCG.
 - d. Proactive Governance: The Board governs proactively, not reactively, through strategic planning, budgeting, and seeking direction from Tahltan members on major initiatives.
 - e. Discipline: The Board and its Directors are self-motivated and follow through on its commitments to Tahltan members.
 - f. Commitment: Membership of the Board represents a significant commitment. Directors will give sufficient time and care when discharging their duties as Directors and in the service of the Tahltan people.
 - g. Competence: Directors will maintain the appropriate level of expertise and knowledge relevant to the fulfillment of the TCG mandate.
 - h. Integrity: Directors will conduct themselves with integrity when acting in the position of a Director. The behaviour and integrity of a Director should not leave room for any doubt.
 - i. Unity: The Board is a set of individuals operating as a single entity. On behalf of their families and all Tahltan members, Directors will strive to create a dynamic of unity from which to pursue the social, cultural, political and economic goals of the Tahltan people.
 - j. Respect: The Board and its Directors respect the customs, traditions and traditional knowledge that bind and build social cohesion among Tahltan people.

The Board as Legal Entity

- 2.3 The TCG is a society incorporated under the *Societies Act* (British Columbia). Under the *Societies Act* (British Columbia), the TCG has established bylaws ("**Bylaws**") which set out the rules and conduct of the Society.

- 2.4 Pursuant to the *Societies Act* (British Columbia), the Board exists as a legal entity when it is in session, meaning its plans, decisions and activities must be documented at a meeting of the Board.
- 2.5 A committee of the Board or individual Directors may exercise authority on behalf of the Board if the authority has been delegated to them in session. This is understood as delegated authority and is the only form of legitimate authority that may be exercised by an individual or group on behalf of the Board. The individual, or group, is accountable to the Board for how they exercise their delegated authority.
- 2.6 The TCG and its Directors are bound by the rules and regulations set out in the *Societies Act* (British Columbia).
- 2.7 It is the responsibility of all Directors to be familiar with their legal responsibilities under the *Societies Act* (British Columbia)

The Board as Political Entity

- 2.8 As the central political organization for the Tahltan people, the Board is responsible for:
 - a. bringing a unified voice in the negotiation and implementation of agreements regarding rights and title, economic development, culture and language, and social development;
 - b. advancing a common agenda of developing clearly defined and meaningful government-to-government relationships with provincial, federal and other Indigenous governments and nations; and
 - c. developing tactics and pursuing strategies that target changes to federal and provincial policy and legislation as it relates to matters that impact the rights and title, self-determination, autonomy and stewardship of the Tahltan people.

Board of Directors Composition and Selection

- 2.9 The Board consists of the thirteen (13) elected Directors including three (3) Executive Committee members and ten (10) Family Representatives. The election process and term of office for all Directors is set out in Bylaw II.
- 2.10 As stated in Bylaw II. (f): The Executive Committee consists of the President, Vice-President and Secretary-Treasurer.
- 2.11 As stated in Bylaw II (g): Family Representatives are the ten (10) elected representatives from each of ten (10) Tahltan families:
 - a. Carlick;
 - b. Cawtoonma;

- c. Eth'eni;
- d. Etzenlee;
- e. Good-za-ma;
- f. Ts'imgalxeda;
- g. Stikine Claw and Thicke;
- h. Shukak;
- i. Thud ga; and
- j. Dekama.

Elders Council

- 2.12 The TCG recognizes Tahltan Elders are the keepers of Tahltan traditions, beliefs and laws and play a key role in maintaining continuity between the history and future of the Tahltan Nation. To ensure their teachings, knowledge and wisdom inform the decisions of the TCG, the Board will regularly seek advice of Elders by establishing and supporting an Elders Council.
- 2.13 The purpose of the Elders Council is to:
- a. provide advice and guidance to the Executive Committee on issues of concern to Tahltan Elders;
 - b. make recommendations to the Executive Committee to ensure the continuity of Tahltan culture, language, traditions, practices and governance; and
 - c. share knowledge and provide advice on specific issues as identified by the Executive Committee.
- 2.14 The Elders Council membership will consist of a minimum of three (3) Tahltan Elders age 65 and above.
- 2.15 A person is eligible to be a member of the Elders Council when he or she is a Tahltan member in good standing over the age of 65.
- 2.16 The Terms of Reference of the Elders Council will be adopted by the Elders Council and will include the following elements:
- a. limits on size, term and selection process of members;
 - b. name and responsibilities of the Chair and Spokesperson of the Elders Council;

- c. responsibilities of Elders Council members;
 - d. decision-making process of the Elders Council; and
 - e. a list of names and contact information for confirmed Elders Council members.
- 2.17 The Elders Council will meet for semi-annual Tahltan Elders gatherings, including one gathering to take place at the AGA.
- 2.18 The Elders Council will review and confirm its Terms of Reference every three (3) years during the AGA in which an Executive Committee is elected.
- 2.19 The Chair of the Elders Council will ensure that a new or updated copy of the Terms of Reference of the Elders Council is provided to the Executive Committee in advance of the first regular meeting of the Board following a regularly scheduled election.
- 2.20 The Terms of Reference of the Elders Council will be tabled at the first regular meeting of the Board following a regularly scheduled election.
- 2.21 The Terms of Reference of the Elders Council may be amended by the Board in consultation with the Elders Council.
- 2.22 The TCG will provide annual funding for the semi-annual Tahltan Elders gatherings including one gathering to take place during the AGA.
- 2.23 The TCG will provide for the use of meeting rooms, equipment and technical support for meetings of the Elders Council.

Youth Council

- 2.24 The TCG recognizes the immense potential of Tahltan youth to bring innovative thinking and energy to TCG governance. As important agents of positive change for the future, Tahltan youth have an important responsibility to carry forward Tahltan values, traditions, belief and language into the modern world, and to ensure our identity as a distinct Indigenous people continues to thrive.
- 2.25 The purpose of the Youth Council is to:
- a. create a safe and healthy space where Tahltan youth can advise and make recommendations to the Board regarding issues of concern and importance to Tahltan youth; and
 - b. advance special initiatives that engage and educate youth regarding Tahltan governance, culture and community-building.
- 2.26 The Youth Council is comprised of a minimum of five (5) Tahltan youth.
- 2.27 A person is considered a youth when he or she is a Tahltan member in good standing age 30 or younger.

- 2.28 The Terms of Reference of the Youth Council will be adopted by the Youth Council and will include the following elements:
- a. limits on size, term and selection process;
 - b. the name and responsibilities of the Chair and Spokesperson of the Youth Council;
 - c. responsibilities of Youth Council members;
 - d. decision-making process of the Youth Council; and
 - e. names and contact information for confirmed Youth Council members.
- 2.29 The Youth Council will review and confirm its Terms of Reference every three (3) years during the AGA in which an Executive Committee is elected.
- 2.30 The Chair of the Youth Council will ensure that a new or updated copy of the Terms of Reference of the Youth Council are provided to the Executive Committee in advance of the first regular meeting of the Board following a regularly scheduled election.
- 2.31 The Terms of Reference of the Youth Council will be tabled at the first regular meeting of the Board following a regularly scheduled election.
- 2.32 The Terms of Reference of the Youth Council may be amended by the Board in consultation with the Youth Council.
- 2.33 The TCG will provide annual funding for the semi-annual Tahltan Youth gatherings, including one gathering to take place during the AGA.
- 2.34 The TCG will provide for the use of meeting rooms, equipment and technical support for meetings of the Youth Council.

Committees

- 2.35 The TCG has standing committees and ad hoc committees ("**Committees**").
- 2.36 A standing committee is a committee that forms a regular component of the TCG's governance structure (a "**Standing Committee**").
- 2.37 An ad hoc committee is a committee that may be established by the Board from time to time and that is charged with the development of strategic policies, special projects and other initiatives of the Board ("**Ad Hoc Committees**").
- 2.38 The TCG has the following Standing Committees:
- a. The Executive Committee;
 - b. The Governance Committee;
 - c. The Complaints Committee; and

d. The Finance Committee;

2.39 All Committees will have Terms of Reference which provide for, at a minimum:

- a. purpose and mandate;
- b. composition and membership;
- c. duties of the committee Chair;
- d. meeting schedule and procedures;
- e. decision-making process; and
- f. responsibilities of committee Directors.

2.40 The Governance Committee is responsible for developing Terms of Reference for all Committees and for addressing any requests for amendments or adjustments to such Committees' Terms of Reference.

2.41 Terms of reference for all Committees must be approved by the Board and may be reviewed from time to time by the Board.

2.42 It is the responsibility of the Board to ensure Committee Terms of Reference are consistent with the provisions of the Tahltan Nation Constitution and bylaws and applicable legislation or regulation.

2.43 The President will be an ex-officio member of all Committees, except the Complaints Committee when the President is the subject of a Complaint (defined in subsection 7.22(a)).

2.44 Committees may not pass resolutions on behalf of the Board.

Executive Committee

2.45 The purpose of the Executive Committee is to provide political leadership and activities for the TCG.

2.46 Pursuant to Bylaw IV, the President, the Vice-President and the Secretary-Treasurer shall constitute the Executive Committee.

2.47 The Board must approve the annual work plan of the Executive Committee.

Ad Hoc Committees

2.48 Ad Hoc Committees will be comprised of at least one (1) Executive Committee member and two (2) Family Representatives or other Tahltan members as determined by the Board.

- 2.49 Ad Hoc Committee membership will be selected by the Executive Committee and formed by ordinary resolution of the Board.
- 2.50 Ad Hoc Committees are chaired by an Executive Committee member unless otherwise directed by the Board.
- 2.51 The Chair of the Ad Hoc Committee will report on the activities of the Ad Hoc Committee at meetings of the Board.
- 2.52 Ad Hoc Committees will establish or reaffirm previously developed Terms of Reference at the beginning of each term following a regularly scheduled election and as soon as practicable upon appointment of the committee members and Chair.
- 2.53 Ad Hoc Committees will be dissolved when:
 - a. its work plan has been fully implemented, evaluated and deemed to be complete by the Board;
 - b. its term has expired in accordance with its Terms of Reference;
 - c. a three (3) year term of the Board concludes; or
 - d. by ordinary resolution of the Board.

Finance Committee

- 2.54 The Finance Committee will be formed by ordinary resolution of the Board at the first regularly scheduled Board meeting following an election.
- 2.55 The purpose of the Finance Committee is to oversee the financial affairs of the TCG.
- 2.56 The Secretary-Treasurer is the Chair of the Finance Committee, unless otherwise directed by the Board.
- 2.57 The Finance Committee will consist of the Secretary-Treasurer and two (2) additional Directors appointed by the Executive Committee.
- 2.58 A quorum of the Finance Committee is three (3) members.

Complaints Committee

- 2.59 The Complaints Committee will be formed by ordinary resolution of the Board at the first regularly scheduled Board meeting following an election.
- 2.60 The Complaints Committee will consist of the President (ex-officio) and two (2) additional members appointed by the Executive Committee.
- 2.61 Appointees to the Complaints Committee may include Executive Committee members, Family Representatives and/or Elders Council members.

- 2.62 The purpose of the Complaints Committee is to oversee the administration of complaints in accordance with section 7 of the Manual.
- 2.63 A quorum of the Complaints Committee is three (3) members.
- 2.64 The Complaints Committee is entitled to regular support by legal counsel and the Executive Director to provide professional and administrative advisory services to the Committee in carrying out its purpose.
- 2.65 If there is no Complaints Committee at the time a complaint is received by the Executive, a special meeting of the Board will be held to form the Complaints Committee.

3: ROLE OF THE TAHLTAN CENTRAL GOVERNMENT BOARD OF DIRECTORS

3.1 The responsibilities of the Board are set out in Bylaw V(b) as follows:

- a. overseeing the operations and decisions of the Executive Committee including the hiring and dismissal of any person employed by the TCG; and
- b. developing and implementing the general policies of the TCG.

3.2 In addition, the role of the Board is to:

- a. develop and implement a strategic plan aimed at fulfilling the mandate of the TCG;
- b. approve and oversee the administration of the annual budget, pursuant to its role as trustee of the TCG's finances;
- c. discuss, adopt, adhere to, and evaluate policies that support the Board, the Executive Committee and the Executive Director to effectively pursue the mandate of the TCG;
- d. ensure that Tahltan members have equal and fair access to information and opportunities;
- e. establish strong and cooperative relationships through protocols and agreements with the Iskut Band Council and the Tahltan Band Council that support unity and collective decision-making within the Tahltan Nation;
- f. define the limits on the authority of the Executive Director;
- g. develop the job description and oversee the selection process for the Executive Director;
- h. monitor the performance of the Executive Director in carrying out his or her direction from the Board;
- i. review, discuss and approve the Terms of Reference of the Elders Council and the Youth Council;
- j. review, discuss and, where appropriate, implement, the recommendations of the Elders Council and Youth Council;
- k. ensure policy, strategic planning, projects and initiatives recognize, support and accurately reflect Tahltan culture;
- l. ensure that the TCG is visible, accessible and accountable to the Tahltan people;
- m. facilitate and support the inclusion and participation of the Tahltan people in decision-making on major initiatives of the Board; and
- n. report to Tahltan members annually regarding:

- i. implementation of the strategic plan and the achievement of goals/outcomes;
- ii. the process and progress regarding negotiations and agreements; and
- iii. the management, allocation and expenditure of financial resources.

Roles and Responsibilities of the Executive Committee

- 3.3 The duties of the President, the Vice-President and the Secretary-Treasurer, and the Executive Committee as a whole, are set out in Bylaw III.
- 3.4 The authorities and responsibilities of the Executive Committee as a whole are set out in Terms of Reference of the Executive Committee.

Roles and Responsibilities of Family Representative

- 3.5 While Family Representatives sit on the Board to represent the “voice” of their families, the Board acts collectively in the fulfillment of the TCG’s mandate and is collectively accountable to the Tahltan Nation as a whole.
- 3.6 As a member of the collective Board, the role of the Family Representatives is to:
 - a. provide timely feedback and advice to the Executive Committee and Executive Director including responding to requests regarding Board business and general inquiries from members within 48 hours;
 - b. attend and actively participate in Board meetings and decision-making;
 - c. undertake specific work as directed by the Board;
 - d. participate on Ad Hoc Committees as assigned by the President or Vice-President, and where the subject area is appropriate;
 - e. be prepared for Board meetings and perform follow-up duties as required;
 - f. attend Board orientation and training;
 - g. attend the TCG AGA;
 - h. where it does not conflict with other duties or priorities, attend community meetings with members regarding TCG projects and initiatives; and
 - i. in fulfillment of the above, be respectful of the opinions and viewpoints of other Directors, and mindful that the success of the Board hinges on the ability of each of its members to work as part of a team.
- 3.7 The individual responsibilities of Family Representatives include to:

- a. communicate, represent and uphold the culture and tradition of their family on the Board;
- b. bring forward relevant information about their families to assist the TCG to maintain up-to-date genealogical and socio-economic records and other information as required to assist the organization in carrying out the mandate of the TCG;
- c. hold gatherings with their family members at the AGA and at least one (1) meeting every four (4) months either in person or in an alternative manner – for example, through conference call. To support these meetings, the TCG will share the names and contact information of family members with each respective Family Representative. Only those members who have given consent to the TCG for their respective Family Representative to contact them will be shared; and
- d. keep members of their family informed and support their family to participate in decision-making throughout the duration of the term of the Board.

Director's Code of Conduct

- 3.8 The TCG has established a Director's Code of Conduct, the purpose of which is to clarify the TCG's standards and expectations of ethical conduct of Directors in the performance of their duties and privileges in relation to the TCG's vision, mission and values.
- 3.9 All Directors must review and sign the Director's Code within the first month of becoming a Director and provide it to the Executive Director

Director's Oath of Confidentiality

- 3.10 Confidentiality is a key component of effective board governance. Directors have a duty to maintain confidentiality with respect to matters that come into their knowledge or possession while exercising a power or performing their duties on the Board or any committee.
- 3.11 All Directors must review and sign the Director's Oath of Confidentiality within the first month of becoming a Director and provide it to the Executive Director.

Conflict of Interest

- 3.12 A Director is in a conflict of interest when they have a personal interest that does, may or may be perceived to, conflict with the Director's duties to the TCG, including most fundamentally the Director's fiduciary duty to act in the TCG's best interests at all times.
- 3.13 A "personal interest" in subsection 3.12 means not only the Director's own interests, personal or financial, but also the personal and financial interests of those who are closely related to or aligned with the Director, including a Director's family, friends and business interests, and who may reasonably be considered to affect the Director's judgment, directly or indirectly.

- 3.14 Examples of conflict of interest may include, but are not limited to:
- a. when a Director is in a position to vote on or make a decision regarding an action or potential action by the TCG that impacts the Director, or the Director's family or business interests in a way that others are not impacted;
 - b. when a Director does or is able to use their position on the Board, or may be seen to use their position on the Board, to influence a hiring or contractual decision made by the TCG that relates to the Director personally or the Director's family or business interests;
 - c. where a Director, by virtue of the Director's position on the Board, has access to TCG information that provides a specific advantage to the Director or the Director's family, friends or business interests that others do not have..
- 3.15 It is important to understand that a "conflict of interest" in this policy includes actual conflicts, potential conflicts and perceived conflicts between a Director's personal interests and those of the TCG.
- 3.16 Equally, it is important to understand that one of the fundamental goals of the TCG is to empower its members, develop their capacity and strengthen the Tahltan Nation as a whole. In light of this fundamental goal, the focus of the TCG with respect to conflicts of interest is to ensure a mandatory, fair and transparent process for Directors to identify and avoid conflicts of interest and ensure effective, unconflicted governance, rather than seeking to eliminate the prospect of any conflict of interest arising.
- 3.17 Directors are obligated to take all necessary steps to disclose and avoid conflicts of interest in accordance with the conflict of interest rules and procedures in accordance with subsections 3.12 to 3.25.
- 3.18 Full disclosure enables Directors to resolve unclear situations and gives an opportunity to dispose of or appropriately address conflicting interests before any difficulty can arise, and accordingly, Directors must:
- a. disclose each and every conflict of interest (actual, potential or perceived) to the Board immediately;
 - b. abstain from voting or taking other actions that impact the outcome of the activity or business transaction; and
 - c. otherwise comply with the directions of the Board to ensure transparent, unconflicted and effective governance of the TCG for all of the Tahltan Nation.
- 3.19 When a Director discloses a conflict of interest to the Board, the Board will determine whether a conflict exists and may:
- a. request more information to make a determination about the existence of a conflict of interest; and/or
 - b. excuse the Director from the discussion.

- 3.20 If a Director is excused from the discussion, he or she will leave the meeting room until the discussion is closed by the President.
- 3.21 If a Director has a reasonable basis to consider that a conflict exists for another Director which has not been self-disclosed, the Director will bring it to the attention of the Board.
- 3.22 If the potentially conflicted Director does not agree that a conflict exists, the balance of the Board will vote on the existence of a conflict. If a majority of the Directors agree that a conflict exists, the Director will be excused from the room until the discussion is closed by the President.
- 3.23 The Board may also request that the conflicted Director take additional action to reduce the opportunity for conflict including, but not limited to:
 - a. requesting additional restrictions on the Director's behavior; or
 - b. requesting the Director to dispose of their interest in the subject of conflict.
- 3.24 Conflicts of interest will be noted in the meeting minutes.
- 3.25 Every Director must complete a Director's Business and Other Interests Form within the first month of becoming a Director and provide it to the Executive Director.

Principles of Board Communications

- 3.26 The Board is committed to achieving its mandate through strong communications, both internally within the Board and externally with Tahltan people, the media and other target audiences.
- 3.27 Building and maintaining the support and confidence of Tahltan members in the TCG is an important focus of Board communications.
- 3.28 All Directors will speak with "one voice" in communicating decisions of the Board to members, government, partners or other parties.
- 3.29 As the official spokesperson for the TCG, the President is the first point of contact for media, unless otherwise directed by the Board.
- 3.30 Directors are required to adhere to the following guidelines, as well as the guiding principle set out at subsection 3.29, in the course of their communications:
 - a. do not speak on behalf of, or represent or suggest an authority to speak on behalf of, the Board or the TCG unless specifically authorized in writing by the Board in advance;
 - b. when making public comments regarding matters that may directly or indirectly involve the TCG, always ensure it is clear when a Director is speaking in his or her personal capacity and that the Director is not authorized to and does not speak on behalf of the

TCG;

- c. even when it is clear that a Director is speaking in his or her personal capacity, consider the potential impact of personal opinions on the Board, the TCG and the Tahltan Nation as a whole; and
- d. take care to avoid making any communications that may reflect poorly on the Board, the TCG or the Tahltan Nation or cause unnecessary and/or unhealthy controversy or dispute within the Tahltan Nation;

3.31 All communications, both internal to the Board and with Tahltan members, will be professional in nature. Whether one is a Family Representative or Executive Committee member, the fundamental guiding principle to always use in communication is to ask: “Is this communication something that someone else would find appropriate or acceptable in a face-to-face meeting?” or “Is this something you would be comfortable saying out loud to the intended recipient of your communication in front of the intended recipient’s children, family, other Directors, or TCG members?”.

Communications Within the Board

3.32 The President, with support from the Executive Director, is responsible for ensuring that all Directors are provided with the relevant information that they need for productive discussions and to make sound decisions at Board meetings.

3.33 In turn, all Directors are responsible for providing timely responses to requests for information from the President, the Executive Director or an Executive Committee member as delegated by the President and to be prepared to provide feedback on information received. Timely communication of relevant information to the President will help ensure that the Board can make informed decisions with respect to fulfilling its role and to advancing the mandate of the TCG.

3.34 To be effective in his or her role, the President, another Executive Committee member or the Executive Director may from time-to-time consult with individual Directors for information or advice on a particular issue; however, this would not constitute formal communication under this policy.

3.35 For all matters of the Board, Directors will respect formal communication channels and direct any comment regarding the Executive Director or TCG staff to the President.

Communications with Tahltan Members

3.36 Acting as a “single voice”, the Board will provide Tahltan members with timely, accurate, clear, complete and objective information about its policies and initiatives.

3.37 The Board will seek to deliver prompt, courteous and responsive communications that are sensitive to the needs and concerns of members and respectful of individual rights.

- 3.38 The Board will seek to safeguard the impartiality of the Executive Director and TCG staff in all communications with members.
- 3.39 The TCG is responsible to protect the personal information of their members in accordance with applicable privacy laws, which require that the TCG collect, use and disclose personal information in a manner that recognizes the right of privacy of individuals. Regardless of the medium, including email, phone, social media or other, Directors will respect the privacy of TCG members at all times.

Board Orientation

- 3.40 Before the first meeting of the Board following an AGA newly elected Directors will participate in a standard Board orientation session. The session is intended to familiarize new and returning Directors with TCG laws and policies.
- 3.41 The orientation agenda will be prepared in accordance with the Board Orientation Checklist and delivered by the Executive Director, or by a contractor as agreed to by the Board.
- 3.42 It is the responsibility of the Executive Director to ensure new Directors, including elected Executive Committee members and Family Representatives:
- a. complete and return a Director's Business and Other Interests Form;
 - b. sign and return the Director's Oath of Confidentiality, the Director's Code of Conduct and the TCG Governance Policy Manual Declaration Form within one month of becoming a Director; and
 - c. ensure the filing and safekeeping of the foregoing in the TCG file management system.

Annual Reporting

- 3.43 The Board will report on its activities, initiatives and financial status in an annual report (the "**Annual Report**") once the yearly audit is complete and no later than 30 days in advance of the AGA.
- 3.44 The Annual Report will be made available to all Tahltan members on the TCG website and social media, email and community meetings as required.
- 3.45 Tahltan members may request to receive a copy of the Annual Report by mail.

Relationship of the Board of Directors and the TCG Administration

- 3.46 The Board is one-step removed from the daily operations of the TCG administration.
- 3.47 The Executive Director oversees all aspects of the day-to-day operations, management, and staff of the TCG.

- 3.48 Directors are not authorized to give specific directions or instructions to TCG departmental staff and managers without first consulting and receiving approval from the Executive Director.
- 3.49 With oversight from the Executive Director, TCG departmental directors will produce work plans, budgets, briefing notes and other documents as required to inform the Board decision-making.
- 3.50 The organizational chart and departments can only be altered by resolution of the Board.

Delegation to the Executive Director

- 3.51 The Executive Director is the lead administrator of the day-to-day affairs of the TCG and is responsible for developing and implementing operational and other plans that align with and directly support the implementation of the Board's strategic plan.
- 3.52 The Board may, by resolution, remove or adjust aspects of the Executive Director's authorities or responsibilities anytime by creating new or amending existing policies.
- 3.53 The job description of the Executive Director may only be altered by Board resolution.
- 3.54 The Executive Director is authorized to decide, take all action and develop all activities in accordance with TCG policies and plans.
- 3.55 The Executive Director is responsible for ensuring the initiatives and activities of TCG departments directly contribute to and are in alignment with the goals of the TCG as set out in the strategic plan established by the Board.
- 3.56 The Board may request, at its discretion and with the input of the Executive Director, specific reports and updates from TCG departmental heads regarding initiatives and activities.
- 3.57 All Directors will respect the Executive Director's choices and decisions on operational and human resource matters, in compliance with applicable policies and laws.
- 3.58 When a matter lies in an uncertain area of authority between the Board and the Executive Director, the Executive Committee will make a recommendation to the Board regarding where the authority ultimately lies.

Directors Remuneration

- 3.59 Salaries, compensation and honoraria of Executive Committee members is determined at the beginning of each term and as outlined in an employment contract between the Executive Committee member and the TCG.

- 3.60 Family Representatives are entitled to compensation for meetings that are called to order to carry out TCG operations as determined in Bylaw V. (i) and the Finance Policy Manual.

4: STRATEGIC PLANNING, BUDGETING AND DEPARTMENTAL PLANNING

Strategic Planning Process

- 4.1 Following an election, the Board will work with the Executive Director to develop and implement a strategic plan for the TCG during the Board's term (the "**Strategic Plan**").
- 4.2 The Strategic Plan is intended as a roadmap for the TCG to:
 - a. confirm the mission and vision of the TCG;
 - b. establish the strategic priorities of the TCG;
 - c. reflect the values of the Tahltan people in the strategic priorities of the TCG;
 - d. guide the annual budgeting process; and
 - e. measure and evaluate impacts of the TCG's actions.
- 4.3 The strategic planning process begins as soon practicable following an election and should be completed within the first four months of the first term following the election.
- 4.4 The stages of the strategic planning process outlined below will be organized and scheduled by the Executive Director.
- 4.5 When combined, the strategic planning stages cover the principal steps and the main elements of the Strategic Plan and properly prepare the Board for approving it prior to the development of annual departmental plans and annual budgets at the start of TCG's fiscal year.

Pre-Planning Stage

- 4.6 In preparation for the strategic planning session with the Board, all departmental directors will develop briefing notes and produce background documents to inform Directors about:
 - a. the programs and services delivered within the department;
 - b. roles and responsibilities of departmental personnel;
 - c. key initiatives and priorities of the department under the previous annual plan;
 - d. any relevant context regarding the department's performance;
 - e. performance results against departments key performance indicators;
 - f. recommended strategic priorities for the Board regarding the department; and
 - g. copies of previous departmental plans.

- 4.7 The Executive Director will work with the President to develop the strategic planning agenda.
- 4.8 Planning sessions may be held virtually or in person at the discretion of the President and Executive Director.
- 4.9 At least five (5) business days prior to the strategic planning session the Executive Director will send the following to all Directors:
- a. the strategic planning agenda;
 - b. the departmental directors briefing notes and previous years departmental plans pursuant to subsection 4.6;
 - c. the Strategic Plan from the previous term of the Board; and
 - d. strategic plans developed by the collective Tahltan leadership pursuant to the Tahltan Governance Protocol (2015).

Strategic Framework Development Stage

- 4.10 The main phases of developing of the strategic planning framework include:
- a. review of vision, mission and values, answering the following questions:
 - i. why do we exist as an organization?
 - ii. what do we want to be?
 - iii. what is important to us?
 - iv. where do we want to go?
 - b. presentations by departmental directors focusing on strategic recommendations from the briefing notes pursuant to subsection 4.6;
 - c. situation analysis, answering the question: where is the Tahltan Nation now compared to where it needs to be?
 - d. SWOT Analysis, answering the following questions:
 - i. S - Strengths we can build on;
 - ii. W - Weaknesses we need to address;
 - iii. O - Opportunities that support the Nation's vision; and
 - iv. T - Threats or obstacles to achieving the Nation's vision;

- e. presentation from the Executive Director regarding progress made towards achieving the goals in the Strategic Plan from the previous term;
- f. confirming strategic priorities from the previous Strategic Plan to bring forward in the new Strategic Plan; and
- g. developing new strategic priorities that balance both short term and long-term benefits to the Tahltan Nation against issues of cost, human resource capacity, and organizational risk.

Strategic Plan Development Stage

- 4.11 Following the strategic planning session with the Board, the Executive Director will prepare a “draft” strategic plan using the framework established by the Board, taking into account the recommendations from departmental directors and commitments in the strategic plans approved by the collective leadership pursuant to the Tahltan Governance Protocol, 2015.
- 4.12 Prior to presenting the draft strategic plan for the Board’s approval, the Executive Director and Executive Committee will work closely to enable the Executive Committee to confirm, challenge or offer advice that may impact the strategic direction of the TCG.

Strategic Plan Approval

- 4.13 The Strategic Plan must be approved by the Board.
- 4.14 Board approval for the Strategic Plan will follow the decision-making procedures in section 6.

Annual Budget

- 4.15 Following the Board’s approval of the Strategic Plan, the Executive Director and Chief Financial Officer will develop, with input from the Board, budget assumptions and allocate resources in the annual budget to meet the strategic direction of the TCG, taking account of any contingency plans deemed necessary by the Board.
- 4.16 The Finance Committee will review the budget and, where no changes are required, recommend the annual budget for approval by the Board.
- 4.17 The annual budget will be approved by the Board approximately three (3) months prior to the end of the fiscal year-end.
- 4.18 Board approval for the annual budget will follow the decision-making procedures in section 6.

Departmental Plans

- 4.19 Following the approval of the budget, the Executive Director, with support from the Directors of each department, will prepare an annual operations plan that identifies the activities each department will undertake to advance the Strategic Plan.
- 4.20 The operations plan will be shared with the Board three (3) months prior to the end of the fiscal year-end for information.

5: POLICY DEVELOPMENT

Policy Overview

- 5.1 The Board develops policies to guide decision-making by the Board, the Executive Director and the overall management and administration of the TCG.
- 5.2 The Board has the authority to develop and/or approve policies, rules, regulations and enforcement mechanisms governing TCG governance and operations issues including, but not limited to:
 - a. Tahltan lands and resource management (excluding community lands);
 - b. TCG programs and services;
 - c. financial and risk management;
 - d. investment management;
 - e. procurement;
 - f. human resources policies;
 - g. communications policies;
 - h. stakeholder and government-to-government relations polices;
 - i. health and safety; and
 - j. facilities maintenance
- 5.3 The Board may develop and approve policies or revise existing TCG policies, including specifying additional rules or procedures, provided that they are not inconsistent with the Bylaws and Tahltan law.
- 5.4 The TCG Board approves two main types of policies:
 - a. Strategic policy: policy instrument of the TCG that serves to implement a broader policy objective the Tahltan Nation.
 - b. Administrative policy: policies focused on implementation of strategic policies related to the everyday work of the TCG. Administrative policies, sometimes described as operational policies, will generally have a very specific scope and more limited impact on overall TCG activities or operations.

Policy Initiation

- 5.5 A recommendation to develop a new strategic policy or to review an existing strategic policy may be initiated by:
- a. the Executive Director;
 - b. a Director;
 - c. a Committee;
 - d. the Chair of the Elders Council, on recommendation of the Elders Council as a whole;
 - e. the Chair of the Youth Council, on recommendation of the Youth Council as a whole.
- 5.6 Strategic policies identified through the Boards strategic planning process will be developed by a committee or the Executive Director, at the direction of the Board.
- 5.7 With agreement from the Executive Director, a department director may recommend to the Board that a new strategic policy be developed, or an existing strategic policy be amended.
- 5.8 A recommendation from a department director to develop a new strategic policy or update an existing strategic policy must be provided to the Board in the form of a briefing note which describes, at a minimum:
- a. the purpose and rationale for the proposed policy or policy change;
 - b. background information outlining the context or events
 - c. alternative options that have been explored and why they are insufficient; and
 - d. proposed timeline.
- 5.9 The Board is responsible for approving the development of all new strategic policy, or substantive change(s) to an existing strategic policy and may require that the policy development process include a period of engagement with TCG members.
- 5.10 The Executive Director may initiate the development of an administrative policy as required; however, it must be approved by the Board prior to implementation.

Policy Development

- 5.11 Strategic policy development is led by either by the Executive Director, a Committee or as otherwise directed by the Board.
- 5.12 Administrative policy development is led by the Executive Director or a department Director.

- 5.13 For consistency across the TCG, all policies must follow a common structure.
- 5.14 In the event that outside professionals are required to support the development of a policy, the Executive Director will oversee all aspects of contracting consultants and outside organizations.
- 5.15 Once a policy is in draft form, it will be reviewed by the Executive Committee if another Committee has not been assigned by the Board to do so.
- 5.16 The Executive Committee will review all proposed new policies and policy amendments before the new policy or policy amendments are approved by the Board.
- 5.17 Following the Executive Committee's review of the proposed policy, and if no changes are required, the Executive Committee will recommend the policy for Board approval at the next regularly scheduled Board meeting.

Policy Approval

- 5.18 All new strategic and administrative policies, and policy amendments, require Board approval.
- 5.19 Board approval will follow the procedures in section 6.
- 5.20 If a decision about a new policy or policy amendments requires timely decision by the Board, the President will call a special meeting of the Board to review and approve the policy.
- 5.21 If a decision about a new policy or policy amendment is urgent or time sensitive and it is not feasible to wait for the next meeting of the Board, the Executive Committee will approve the policy and their decision will be reviewed by the Board at the next regularly scheduled Board meeting.
- 5.22 Subject to agreements and protocols entered into with other Tahltan governments, the Board may engage directly with the collective Tahltan leadership before it approves a strategic policy for implementation.

Policy Implementation

- 5.23 The Executive Director, with oversight from the Executive Committee, is responsible for overseeing the implementation of TCG policy.

6: BOARD MEETINGS

Frequency of Board Meetings

- 6.1. The Board will meet a minimum of four (4) times per year (quarterly) or more frequently if required. This includes participation in the strategic planning meeting following a regularly scheduled election, and two (2) meetings of the Tahltan Leadership Forum pursuant to the Tahltan Governance Protocol (2015).
- 6.2. At the first meeting of the Board following an AGA, the Board will establish its annual regular meeting schedule.
- 6.3. Administrative responsibilities for Board meetings are delegated to the Executive Director unless otherwise directed by the Board.

Convening and Attending Meetings

- 6.4. Planning meetings and regular Board meetings will be called by the Executive Director, on behalf of the Executive Committee, at least three (3) weeks in advance of the meeting date.
- 6.5. Directors are required to give written notice to the Executive Committee and Executive Director at least two (2) weeks in advance of the meeting if he or she is unable to attend the meeting.
- 6.6. To ensure the decisions by the Board are effective and inclusive of the views of all Directors, it is expected that Directors make best efforts to attend regular and special meetings of the Board.
- 6.7. As stated in the Bylaw V. (f), a Director will be held accountable by the Board, and possibly removed, if that Director has, without reasonable excuse, missed three (3) consecutive Directors' meetings.
- 6.8. As a general rule, Board meetings will start no later than 15 minutes from the specified start time.

Information Sharing and Document Management

- 6.9. The President, with support from the Executive Director, will endeavor to circulate the meeting agenda and meeting materials to all Directors five (5) business days in advance of a Board meeting.
- 6.10. In developing the agenda for the Board, the Executive Director will consult with the Executive Committee, Finance Committee, and any other applicable Committees.

- 6.11. Following the receipt of the meeting agenda from the Executive Director, the Directors will have 48 hours to propose additional agenda items. Additional items will be put on the agenda at the discretion of the Executive Committee and Executive Director.
- 6.12. Following the circulation of the agenda, the Executive Director will ensure that all relevant Board meeting materials are shared with Directors within 72 hours of the meeting.
- 6.13. From time to time, the Board may request the attendance of contractors and advisors, including legal counsel technical advisors and other professionals.
- 6.14. The Secretary-Treasurer shall ensure the recording of meetings.
- 6.15. The Secretary-Treasurer will share the meeting minutes with the Directors within 48 hours of the close of the Board meeting and file them in a centralized electronic file management system.
- 6.16. Directors will have five (5) business days following the receipt of the meeting minutes to communicate any inaccuracies.
- 6.17. The Secretary-Treasurer will note the inaccuracies and omissions in the meeting minutes with reference to the Director who has requested the change.
- 6.18. All meeting agendas, supporting materials, draft resolutions will be filed by the Executive Director in a centralized electronic file management system.

Meeting Procedures

- 6.19. All Directors will come to all Board meetings having read all the relevant materials and will be prepared to contribute to agenda items in a concise and collaborative manner.
- 6.20. The order of Board meeting business will be:
 - a. Call to order by the President, which means that the meeting has started and the start time is recorded in the meeting minutes.
 - b. Adoption of agenda, which means the President will ask if there are any changes or additions to the agenda and a motion is passed to adopt the agenda.
 - c. Approval of meeting minutes, which means the President will ask if there are any corrections to the minutes from the previous special or regular Board meeting and a motion is passed to adopt the minutes.
 - d. Report conflicts of interest, meaning Directors will declare any conflict of interest with an item on the agenda in accordance with the conflict of interest rules and procedures in accordance with subsection s 3.12 to 3.25.
 - e. Follow-up business, meaning follow up from action items identified in the minutes of the previous Board meeting.

- f. New items, meaning items brought forward by the Directors and confirmed by the Chair of the Board in the meeting agenda.
- g. Reports, meaning:
 - i. Operations reports, meaning reports from the Executive Director regarding progress toward the annual work plan;
 - ii. Financial reports, meaning reports from the Executive Director and Finance Committee; and
 - iii. Committee reports, meaning reports from Committees regarding initiatives or projects.
- h. Old business, if required, meaning discussions regarding items on the agenda of the previous Board meeting.
- i. Future meetings, meaning the date, time and location of future regular Board meeting.
- j. Adjournment, which means the President will bring the meeting to a close.

6.21. The Board will adhere to the following order of speaking for each agenda item:

- a. The President will introduce the agenda item, requesting comment from the table.
- b. A Director will raise his or her hand to signal to the President that they wish to speak on the matter.
- c. The President will name the order of speaking as hands are raised.
- d. When a Director is speaking, he or she will confine his or her comments only to the issue under debate.
- e. A Director will raise his or her hand if he or she wishes to ask a question or respond to the comments made by speaker.
- f. The Chair of the Board will maintain a separate list of Directors wishing to direct questions to the speaker.
- g. After the all of the speakers have finished their statements, the President will invite the Directors on the separate list to ask questions and respond to the discussion.
- h. While a Director is speaking he or she should not be interrupted.

Decision-making

6.22. As stated in Bylaw V. (d):

Decisions of the Directors require the support of a simple majority of the Directors present and voting. A resolution in writing must be distributed to all Directors in advance and, if signed by a simple majority of all the Directors then in power and placed with the minutes of the Directors, that resolution is as valid and effective as if regularly passed at a meeting of Directors. In the event of a tie vote, the President, or in his or her absence, the Vice-President, shall be entitled to cast a deciding vote.

- 6.23. The Board will generally adhere to the following procedures for making a motion:
- a. Any Director may introduce a motion following the order of speaking and question period.
 - b. A Director wishing to introduce a motion will start by stating their intent (e.g. “ I move that we) and give a brief description of the motion.
 - c. Another Director must second the motion (e.g. “I second the motion put forward by...”).
 - d. The President will call for discussion of the motion and call the order of speakers as hands are raised.
 - e. If a Director is not in favour of the motion, they must raise their hands and state why they are not in favour when it is their turn to speak.
 - f. The Executive Director will read back the text of the motion as it would appear in a Board resolution to the Directors present.
 - g. The President will call for a vote on the resolution from among the Directors present and state the results.
- 6.24. A motion description and the results of the vote will be recorded in the meeting minutes.
- 6.25. If a tabled motion is not addressed before the end of the meeting it will cease to exist.
- 6.26. If, after a Board Meeting the Executive Committee has reconsidered the matter and determined that an error was made in light of new information, a motion to rescind can be put forward at the next meeting, or at a special meeting.
- 6.27. A motion to rescind after a meeting is concluded will be considered “old business” on the next agenda.
- 6.28. Motions are prepared in advance by the President or Executive Director and shared as part of the meeting materials.

7: RESIGNATIONS AND DIRECTOR ACCOUNTABILITY PROCESSES

Resignations and Removals

7.1 As stated in Bylaw V. (e),

Any Director may resign from his or her office and such resignation will be deemed effective upon the office of the Central Government receiving a written notice to resignation signed by the Director.

7.2 Further to Bylaw V. (e):

- a. The written notice of resignation will be filed with the minutes of the Board meeting following the receipt of notice;
- b. If a Family Representative resigns, the Executive Director, in consultation with the President, will inform the family members who signed the written notice of confirmation described in Bylaw II. (g); and
- c. If Executive Committee member resigns, the Executive Director, in consultation with the remaining members of the Executive Committee, will follow the process for selecting a successor set out in the Bylaw II. (m) and (n).

7.3 In accordance with Bylaw V. (f) and (g), a Director may be removed by the Tahltan Central Government members for conduct which is found to be improper and likely to endanger the purposes of the TCG, including pursuant to the Director Accountability Process described below.

Director Accountability Processes – General Principles

7.4 The TCG recognizes the important role that all Directors play in advancing the rights and interests of the Tahltan Nation. In the event that a Director resigns or a complaint is sent to the TCG regarding the conduct of a Director, the rules and procedures set out in section 7 regarding investigation and accountability of Directors will apply.

7.5 In light of the potential impact on the TCG’s resources and governance, potential broader impacts within the Tahltan Nation, and the personal and political considerations that may be present, complaints made under the Formal Accountability Process (discussed below) require a clear demonstration of reasonable grounds for a complaint, which includes a high degree of specificity and a reliable evidentiary framework, as well as a clear connection to the TCG’s interest in Director accountability.

7.6 The Executive Director, Complaints Committee and the Board will be aligned in their efforts to ensure fair and effective Director Accountability Process, as determined by the specific circumstances, and shall be encouraged and entitled to seek the assistance of the TCG’s professional advisors to that end.

7.7 Notwithstanding the rules, procedures and timelines set out below, the Board retains the right, in its sole discretion, to deviate from or modify any rule or procedure or extend any

timeline, in the interests of a proper complaint, investigation and accountability process and the effective and efficient governance of the TCG.

- 7.8 Only adult Tahltan Nation members in good standing may pursue the Formal Accountability Process, including filing a complaint pursuant to the Formal Accountability Process.
- 7.9 All communications, deliberations and votes between or among (as applicable) the Executive Director, Complaints Committee and the Board will respect to the accountability processes discussed below will be *in camera* and will be confidential, save where disclosure is permitted or required by law, including pursuant to this Manual.
- 7.10 Directors who are the subject of an accountability process are required to act with discretion and maintain its confidentiality, subject to their right to consult their professional advisors or as required or permitted by law. Any unauthorized disclosure or discussion of the initiation, process, or outcome of an accountability process threatens the effective governance of the TCG and contributes to rumours, speculation and disagreement within the Tahltan Nation and must be avoided. Where a Director engages in such conduct, the TCG reserves the right to issue a statement to quell rumours and speculation and foster harmony and unity within the Tahltan Nation, without prejudice to any other rights or remedies that may be available to the TCG.

Notification and Involvement of Directors' Family Members

- 7.11 In light of the principles of collective and family decision-making inherent in the Tahltan Nation's culture, values and legal framework, including the responsibility of Directors' family members to elect and appoint each Director as a Family Representative to the Board and to contribute to the TCG's governance via the exchange of information and community perspectives, each Director understands that the Board may, in its sole discretion and for the purposes of supporting and furthering the TCG's proper governance according to the principles noted above, notify the family members of any Director that is involved in a Director Accountability Process and provide and/or request such information that the Board considers relevant to any matter in connection with the Director Accountability Processes pursuant to this Manual, including without limitation:
 - a. complaints;
 - b. steps pursuant to the Informal and Formal Accountability Processes, including administrative contemplated in subsection 7.37 to 7.41 and other measures that may be implemented by the Board;
 - c. investigations contemplated by subsection 7.25;
 - d. the Board's determination pursuant to subsection 7.44 and any Accountability Measures implemented pursuant to subsection 7.45; and/or
 - e. a Director's conduct in the course of a Formal Accountability Process or in response to an Accountability Measure;

and each Director expressly consents to the Board notifying and/or providing and/or requesting information to and from a Director's family members pursuant to this subsection

7.11.

- 7.12 For the purposes of notification and sharing and soliciting of information pursuant to subsection 7.11, a Director's "family members" shall be determined by the Board, taking account of information supplied by the Director in question, members of the Elder's Council and/or other persons on whom the Board may reasonably rely to provide reliable information regarding a Director's family members and their role in electing and appointing the Director in question to the Board as Family Representative.

Defining Accountability

- 7.13 Conduct by a Director which is considered improper and likely to endanger the purposes of the TCG is defined as behaviors and activities that are inconsistent with the:
- a. Director's Code of Conduct;
 - b. Director's Oath of Confidentiality; or
 - c. Conflict of interest rules and procedures in accordance with subsections 3.12 to 3.25.

Informal Accountability Process

- 7.14 Individuals who have reasonable grounds to consider that a Director has contravened the policies identified in subsection 7.13 are expected to maintain a written record of incidents including dates, times, locations, other persons present, and any other relevant information and, where reasonable, to pursue all or some of the following informal complaint steps before submitting a formal complaint to the TCG in accordance with subsections 7.15 to 7.18:
- a. respectfully advise the Director of the conduct they consider to be not in accordance with applicable policies and encourage them to stop;
 - b. if a response is received following (a), confirm with the Director whether the individual is satisfied or dissatisfied with the response;
 - c. seek advice from an Elder or the Elders Council; and/or
 - d. Consider the need to pursue the matter in accordance with the formal complaint procedure or alternative Tahltan legal processes, for example, a Tahltan Kuwegāhn process.

Formal Accountability Process

Complaint Process and Thresholds

- 7.15 Individuals who have reasonable grounds (discussed in subsection 7.5) to consider that a Director has conducted him or herself in a manner that is inconsistent with the TCG policies set out at subsection 7.13 may make a formal complaint in accordance with the Formal Accountability Process set out below.

- 7.16 A complaint made pursuant to the Formal Accountability Process set out below must be sent to the Executive Director in writing using the Complaint Form and must include, at a minimum, the following:
- a. the full name and signature of the complainant;
 - b. full details of the alleged conduct, including:
 - i. what was observed or experienced;
 - ii. dates and times;
 - iii. witnesses, together with their contact information; and
 - iv. details of other available evidence (e.g. written or electronic records, photographs, etc.);
 - c. the applicable TCG policy and provision the individual considers was violated by the Director's conduct;
 - d. a detailed description of why the individual considers the Director(s)'s conduct to be in violation of applicable policies; and
 - e. the full name and signature of a Tahltan adult as witness on the Complaint Form;
- 7.17 Subject to this Manual, complaints under the Formal Accountability Process may only be made with respect to conduct that is alleged to be in breach of the policies identified in subsection 7.13 and is alleged to have occurred within the six (6) months prior to the complaint being made or, for any alleged continuing contravention, that include an alleged incident of continuing misconduct within the six (6) months prior to the complaint.
- 7.18 In an election year, a complaint may be filed with the Executive Director during the notice period for an AGA and Special Assemblies in accordance with Bylaw II (c) and (e) and during an AGA or Special Assembly, but no further steps will be taken to investigate or address any such complaint until after the notice period and conduct of the AGA or Special Assembly.

Roles and Responsibilities

- 7.19 The Executive Director is responsible for:
- a. receiving and undertaking a preliminary assessment of all complaints filed pursuant to the Formal Accountability Process set out in subsections 7.15 to 7.18, pursuant to subsections 7.22 to 7.23;
 - b. forwarding Complaints (as defined below in subsection 7.22(a)) and receiving recommendations and communications from the Complaints Committee and forwarding the same to the Board, including as set out in subsections 7.22(a) and 7.35; and
 - c. acting in a neutral manner and providing administrative support and assistance with communications and delivering materials between individuals making complaints, the Complaints Committee and the Board, as directed;

- 7.20 The Board as a whole has exclusive authority to develop, implement and oversee the Director Accountability Processes in section 7 and for ensuring those processes are consistent with the Bylaws.
- 7.21 The Complaints Committee is responsible for guiding the Formal Accountability Process in accordance with the provisions set out in section 7 and its Terms of Reference.

Initial Classification

- 7.22 When a complaint is filed with the Executive Director, the Executive Director will undertake a preliminary review to determine whether it complies with 7.15 to 7.17 and shall:
- a. if the complaint complies with subsections 7.15 and 7.17, refer it immediately to the Complaints Committee for review (a “**Complaint**”); or
 - b. if the complaint does not comply with subsections 7.15 to 7.17, for example because it was not submitted using the proper form or is incomplete, advise the individual of why the complaint does not comply and that the complaint process will not proceed until and unless a completed Complaint Form is submitted that complies with subsections 7.15 and 7.17.
- 7.23 Subject to subsection 7.15(b), if a Complaint is with respect to a Director that is a member of the Complaints Committee or involves one or more family members of a member of the Complaints Committee, the Executive Director will forward the Complaint only to the remaining Complaints Committee members, and the remaining members will send a request to the Executive Committee to appoint an alternate Director to sit with the Complaints Committee to classify and process the Complaint.

Complaints Committee Review

- 7.24 Upon receipt of a Complaint from the Executive Director pursuant to subsection 7.22(a), the Complaints Committee will meet and make a determination as to whether all or a portion of Complaint, on its face, complies with and is within the scope of the Formal Accountability Process, and:
- a. if all or a part of the Complaint complies with and is within the scope of the Formal Accountability Process, the Complaints Committee will accept all or the applicable portion(s) of the Complaint and proceed with one or more of the steps set out at subsection 7.25;
 - b. will dismiss all or relevant portions of a Complaint that do not comply with or fit within the scope of the Formal Accountability Process and will direct the Executive Director to advise the individual making the Complaint in writing of the reasons why all or part of the Complaint, as applicable, is not being accepted; and
 - c. may, depending on the circumstances, and in the Complaints Committee’s sole discretion, suggest other avenues for the individual to pursue to resolve his or her concerns, including applicable police authorities, the Elders Council or an appropriate community-based justice program such as Tahltan Kuwegāhn.

Committee Determination

- 7.25 If all or part of a Complaint has been accepted pursuant to subsection 7.24(a), the Complaints Committee may:
- a. pursue an internal investigation process in accordance with subsections 7.26 to 7.28 or
 - b. recommend the appointment of an external investigator in accordance with the external investigation process at subsections 7.30 to 7.33.

Internal Investigation

- 7.26 If a Complaint is accepted pursuant to subsection 7.24(a), the Complaints Committee may conduct an internal investigation into the Complaint, in a manner it considers appropriate in its sole discretion.
- 7.27 In pursuing an internal investigation process pursuant to subsection 7.26, the Complaints Committee shall adhere to the following principles:
- a. the burden is on the individual making the Complaint to establish a breach by a Director of the policies set out at subsection 7.13, which will be assessed on the balance of probabilities;
 - b. the individual making the Complaint and the Director(s) named in the Complaint are assured of a full and fair opportunity to present their perspective and provide relevant evidence and to be free from retaliation of any kind;
 - c. all relevant and available evidence, including all documents, photos and other materials and information provided by the individual making the Complaint, the Director(s) named in the Complaint and applicable witnesses will be considered as part of the determination of what took place and whether any actions by a Director breached the policies set out at subsection 7.13;
 - d. all matters in relation to the Complaint and its investigation and outcome will be treated in a confidential manner, save as disclosure may be necessary to ensure a fair and effective Formal Accountability Process or as otherwise permitted or required by law; and
 - e. the investigation will be concluded as quickly as practicable in the circumstances, while ensuring a fair and comprehensive process.
- 7.28 At the conclusion of an internal investigation process, the Complaints Committee will make a determination in accordance with subsection 7.34.
- 7.29 At any point after accepting all or part of a Complaint pursuant to subsection 7.24(a), the Complaints Committee may, in its sole discretion:
- a. elect to stop the internal investigation and recommend an external investigation process in accordance with subsections 7.30 to 7.33; or

- b. dismiss all or part of a Complaint if the circumstances demonstrate that all or part of the Complaint is frivolous, vexatious or not made in good faith, or that there are no or insufficient grounds for further investigation.

External Investigation

- 7.30 If a Complaint is accepted pursuant to subsection 7.24(a), the Complaints Committee may, at any time and in its sole discretion, recommend to the Board that it initiate an external investigation into the Complaint, which recommendation shall include the Complaints Committee's reasons for its recommendation.
- 7.31 Upon receipt of the Complaints Committee's recommendation and reasons pursuant to subsection 7.30, the Board may:
- a. request further information from the Complaints Committee that the Board considers relevant to its decision whether to appoint an external investigator;
 - b. direct the Complaints Committee to pursue the internal investigation process contemplated by subsections 7.26 to 7.28; or
 - c. authorize and direct the Complaints Committee, by Board resolution, to appoint an external investigator in accordance with subsection 7.32.
- 7.32 An external investigator appointed by the Complaints Committee pursuant to subsection 7.31(a) will be charged with conducting an impartial and fair investigation into the Complaint that takes account of the principles set out at subsection 7.27, and on Terms of Reference determined to be appropriate by the Complaints Committee, and will deliver a confidential report to the Complaints Committee (the "**Report**").
- 7.33 The Complaints Committee will review the Report and make a determination in accordance with subsection 7.34.

Committee Determination

- 7.34 Upon concluding the internal investigation process contemplated by subsections 7.26 to 7.28 or the external investigation process contemplated by subsections 7.30 to 7.33, the Complaints Committee will recommend to the Board, with reasons, that it:
- a. dismiss all or a part(s) of the Complaint; or
 - b. pursue one or more Accountability Measure(s) set out in subsection 7.45 with respect to all or part(s) of the Complaint that have been substantiated as a breach of the policies set out in subsection 7.13.
- 7.35 The Complaints Committee will make its recommendation pursuant to subsection 7.34 in writing, which the Chair of the Complaints Committee will forward to the Executive Director within 15 business days of the conclusion of the internal investigation process contemplated by subsections 7.26 to 7.28 or the external investigation process contemplated by subsections 7.30 to 7.33.
- 7.36 Upon receipt of the Complaint Committee's recommendation pursuant to subsection 7.35, the Executive Director will provide the recommendation to Board members, except the

Director(s) who is/are named in the Complaint, and will call a special Board meeting to take place within five (5) business days, or will add the Complaint Committee's recommendation to the Board's agenda for the *in camera* portion of the next regularly scheduled Board meeting, whichever comes first.

Administrative Leave

- 7.37 At any time after a Complaint is accepted, in whole or in part, by the Complaints Committee pursuant to subsection 7.24(a), the Complaints Committee may recommend that the Board place the Director(s) who is/are subject to the Complaint on paid administrative leave pending conclusion of the applicable Director Accountability Process.
- 7.38 Upon receipt of the Complaints Committee's recommendation pursuant to subsection 7.37, the Board may:
- a. request further information from the Complaints Committee that the Board considers relevant to its decision whether to place a Director on administrative leave;
 - b. deny the Complaints Committee's recommendation;
 - c. accept the Complaint Committee's recommendation, in whole or in part, and, by Board resolution, place the applicable Director(s) on administrative leave on terms determined to be appropriate, in the Board's sole discretion.
- 7.39 The Director(s) who is/are the subject of a potential administrative leave recommendation pursuant to subsection 7.37 or resolution pursuant to subsection 7.38(c) shall be excused from and not participate in any Board deliberation or vote on any matter contemplated by subsections 7.37 to 7.38.
- 7.40 Administrative leave is not disciplinary in any way, but is intended to ensure the effective governance of the TCG pending the conclusion of the Formal Accountability Process.
- 7.41 A Director who is placed on administrative leave shall be relieved of all or part of their duties, without loss of pay or privileges that the Director would otherwise enjoy but for being placed on leave, except such privileges that are inconsistent with the basis of the administrative leave (e.g. attending Board meetings and/or accessing certain information of the TCG) and on terms determined by the Board.

Board Deliberation and Vote on Director Accountability

- 7.42 All Board meetings regarding Complaints will be conducted *in camera*, however, the Executive Director will remain in the meeting to record the resolutions of the Board.
- 7.43 The Director(s) who is/are the subject of a recommendation by the Complaints Committee pursuant to subsection 7.34 will be excused from the Board's deliberation and vote pursuant to subsection 7.44.
- 7.44 Following receipt of the Complaints Committee's recommendation pursuant to subsection 7.34, and subject to subsection 7.47, at the meeting scheduled pursuant to subsection 7.36, the Board, without the Director(s) who is/are named in the Complaint being present,

will deliberate on the Complaint Committee's recommendation and the factors set out in subsection 7.46 and any information gathered pursuant to subsection 7.47, and will vote to:

- a. dismiss all or part of the Complaint;
- b. pursue all or some of the Accountability Measure(s) recommended by the Complaints Committee pursuant to subsection 7.34 (if any);
- c. pursue any other Accountability Measure(s) the Board considers appropriate to respond appropriately to the Complaint and the outcome of the Director Accountability Process, pursuant to subsection 7.45; or
- d. take any other steps the Board determines necessary to properly respond to the Complaint and ensure the safe and effective governance of the TCG.

Accountability Measures

7.45 The Complaints Committee may recommend pursuant to subsection 7.34, and, subject to subsection 7.46 and subsection 7.47, the Board may vote to impose pursuant to subsection 7.44, the following measures following the conclusion of the applicable Director Accountability Process:

- a. issue a written warning to the Director using the Accountability Process Warning Notice Form;
- b. require that the Director engage in a resolution and reparation process based on Tahltan traditional values of caring, sharing, cooperation, truth, honour, fairness and respect, in a manner deemed appropriate by the Board, with individuals impacted by the substantiated Complaint conduct, the TCG and/or with the Tahltan community more generally, and which clearly demonstrates that the Director takes accountability and wishes to make amends for his or her conduct and includes the Director's recommitment to upholding the TCG policies outlined in subsection 7.13;
- c. suspend the Director for a period and on terms considered appropriate by the Board;
- d. initiate the process to remove the Director in accordance with Bylaw V. (f) and (g); or
- e. such other or further actions that are legally permitted and will communicate the Board's response to the Director(s)'s conduct at issue and ensure that it is not repeated and the safe and effective governance and administration of the TCG.

(the "**Accountability Measures**").

7.46 In determining an appropriate Accountability Measure, the Board shall take into account all relevant contextual factors and information, including:

- a. the circumstances underlying the Complaint;
- b. the information gathered pursuant to the applicable Director Accountability Process;
- c. the seriousness of the Director(s)'s conduct and the particular policies and provisions

- at issue pursuant to subsection 7.13;
- d. any previous Accountability Measures applied to the Director;
 - e. the Director(s)'s participation and conduct in the Director Accountability Process;
 - f. the overall impacts on the TCG, the Director, the Director's family, and the Tahltan Nation; and
 - g. such other factors and information determined to be relevant in the Board's sole discretion.
- 7.47 In making its determination with respect to subsection 7.44, the Board may, in its sole discretion:
- a. provide the Director(s) who is/are the subject of a recommendation by the Complaints Committee pursuant to subsection 7.34 an opportunity to address the Board prior to the Board voting on an Accountability Measure in accordance with subsection 7.44;
 - b. request a meeting between the Complaints Committee and the Elders Council to review the Complaint and relevant information gathered in the course of the Director Accountability Process, and seek the Elders Council recommendation regarding the appropriate Accountability Measure to be applied to the Director at issue;
 - c. notify the Director's family members in accordance with subsection 7.11 and provide and/or request such further information and input that the Board considers relevant; and/or
 - d. deliberate with the Complaints Committee regarding additional or alternative Accountability Measures to those recommended pursuant to subsection 7.34.
- 7.48 If the Board votes to take any of the steps set out in subsections 7.47 (a), (b), or (c), it must meet again as soon as practicable to continue its deliberation and vote contemplated by subsection 7.44.
- 7.49 A Director's failure or refusal, without reasonable justification in the Board's sole discretion, to comply with a Board resolution pursuant to subsection 7.44, is grounds for an additional or alternative Accountability Measure, as recommended by the Complaints Committee at the request of the Board.

General

- 7.50 All Accountability Measures imposed on a Director pursuant to a Director Accountability Process are confidential, save and except as may be agreed by the Board and the applicable Director(s).
- 7.51 The Complaints Committee will report annually to the Board regarding the total number of complaints received that were determined not to be eligible for processing by the Complaints Committee, but will not disclose information that could identify the individual making the complaint or the Director whose conduct was in question.
- 7.52 In accordance with Bylaw V. (g), if the Board initiates a process to remove a Family Representative under 7.49 (g), it will also send a letter describing the conduct of the

Director at issue to the family members who signed the written nomination letter described in Bylaw II. (g).

- 7.53 Directors who are also employees of the TCG are bound by and must conduct themselves in accordance with the Director Accountability Process.
- 7.54 The process for filling vacant positions of Family Representative is outlined in Bylaw II. (p).
- 7.55 The processes for filling vacant positions of the President, the Vice-President or the Secretary-Treasurer are outlined in Bylaw II. (m) and (n).

8: TCG GOVERNANCE POLICY MANUAL DECLARATION FORM

The Tahltan Central Government (“**TCG**”) has adopted a Governance Policy Manual (the “**Manual**”). It is the responsibility of each director (“**Director**”) of the TCG Board of Directors, including Executive Committee members and Family Representatives, to be knowledgeable of the policies in the Manual and to participate, as required, in the enforcement, review and revision thereof.

I, _____, confirm that I have read and understand the Manual and hereby confirm that I will faithfully and honestly fulfill my responsibilities as a Director and I will, at all times, adhere to the Governance Policy of the TCG Board of Directors, including (without limitation) the processes discussed in section 7 of the Manual, and in doing so, I expressly understand and consent to the collection, use and disclosure of my personal information contemplated by subsection 7.11.

Dated this _____ day of _____, 20____

Director Signature:	
Witness Signature:	

9: CONSTITUTION AND BYLAWS OF THE TAHLTAN CENTRAL GOVERNMENT

CONSTITUTION

- I. The name of the Society is the Tahltan Central Government.
- II. The purposes of the Tahltan Central Government (hereafter referred to as the “Central Government”) are:
 - (a) To organize and unite together all persons of Tahltan Ancestry for the purpose of the Central Government.
 - (b) To be the sole group representative of all persons of Tahltan Ancestry in their effort to protect, define and assert inherent Tahltan Aboriginal Rights.
 - (c) To advance on all occasions the interest of all persons of Tahltan Ancestry and to encourage a co-operation of their efforts for the purpose of achieving their common objectives.
 - (d) To hire, engage or otherwise secure the services of persons or firms for the promotion and carrying out of any of the objects of the Central Government.
 - (e) To receive and acquire by gift, bequest, devise, transfer or otherwise, property of every nature and description in connection with any of the objects of the Central Government.
 - (f) To enter into any agreements and arrangements with any Government or Authority that may be considered conducive to the Central Government’s objects or any of them and to obtain from such Government or Authority any rights, privileges and concessions which the Central Government may consider it advisable to obtain and to carry out, exercise and comply with such arrangements and agreements, rights, privileges and concessions.
 - (g) To communicate with and foster interaction with other aboriginal groups whose goals and aspirations are common with or similar to those of the Central Government.
 - (h) To subscribe to, become a member of and cooperate with other organizations whose objects are altogether, or in part, similar to those of the Central Government.
 - (i) To protect Tahltan aboriginal rights through fostering education and developing a strong, accountable political voice based on Tahltan traditional values and beliefs.

- (j) To strengthen the cultural wellness of the Tahltan Community by promoting Traditional values based on the concepts of caring, sharing, cooperation, truth, honour, fairness and above all, respect.
- (k) To protect the eco-systems and natural resources of Tahltan Traditional territory through engaging in and supporting only sustainable economic development that will not irreparably harm the land and/or the Tahltan people.
- (l) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Central Government.

BYLAWS

I. MEMBERSHIP

- (a) May be obtained by registering with the Board of Directors of the Central Government.
- (b) Full adult membership is open to any person who is of Tahltan ancestry and is 18 years of age or older and such members shall have full voting privileges.
- (c) Full youth membership is open to any person who is of Tahltan ancestry and is younger than 18 years of age and whose parent or guardian registers him or her with the Board of Directors of the Central Government as above and such youth members shall hold membership without voting privileges.
- (d) Any interested person of Non-Tahltan ancestry, being a member of the family of a full adult member of the Central Government, may become an associate member without voting privileges upon application to and approval by the Board of Directors of the Central Government.
- (e) Any person who, in the opinion of the Board of Directors, merits honorary membership in the Central Government shall be eligible for admission as such, without voting privileges.
- (f) Members in sections (d) and (e) above shall not exceed in numbers the members in sections (b) and (c) and the number of non-voting members shall never be greater than the number of voting members.
- (g) No member of the Central Government shall, in his individual capacity, be liable for any debts or liabilities of the Central Government.
- (h) The annual membership fee, if any, shall be such sum as is fixed by resolution of the Board of Directors.
- (i) Any member wishing to withdraw from membership in the Central Government may do so upon notice in writing to the Board of Directors and only upon actual receipt thereof shall termination of his membership be effective.
- (j) The Board of Directors, at a duly called Board meeting, may suspend until the next annual general assembly a member whose conduct is improper, as determined by the Board, and likely to endanger the purposes of the

Central Government and the said suspension shall be reviewed by the next annual assembly to be cancelled or continued until the next annual general assembly after that *ad infinitum* and such member under those circumstances ceases to be in good standing but under no circumstances shall a member be expelled without the possibility of eventually being reinstated by a process as shall be determined by the membership acting reasonably.

- (k) Any member, upon serving reasonable notice, may inspect the records of the Central Government at the head office of the Central Government.

II. ANNUAL GENERAL AND SPECIAL ASSEMBLIES

- (a) An Annual General Assembly of the Central Government shall be held in each calendar year at a time and place in the province to be determined by the Board of Directors and all full adult members in good standing shall have full voting rights upon registering as attending the Assembly or upon registering as a full voting member of the Central Government through the remote voting system. Proxy voting will be not permitted at any Annual General Assembly or Special Assembly, unless otherwise determined by the Board of Directors and stated in the notice posted in respect of such meeting.
- (b) The Board of Directors may, from time to time, direct that an Annual General Assembly or Special Assembly be broadcasted electronically. The Board of Directors may from time to time in its discretion determine the manner in which members viewing such broadcast will qualify as attending or participating in the applicable Annual General Assembly or Special Assembly or will have voting rights and determine the manner in which, in respect of any voting members so attending or participating in such manner, which such members are present, or remain present throughout or during any meeting, or how such members communicate or confirm their vote in any matter, and verification of the identity of any members so voting and confirming how such members are casting their votes, and voting by any voting members so attending or participating must be made in accordance with such determinations which will be deemed to be the rules respecting how that voting is to occur.
- (c) Notice of all Annual General Assemblies shall be given to all members at least thirty (30) days in advance of the proposed date of the Assembly by posting notice thereof at the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C.

- (d) Special Assemblies may be called from time to time by the Directors for any purpose of the Central Government, except the election of members of the Executive Committee of the Central Government may only take place during the Annual General Assemblies. All full adult members in good standing shall have full voting rights at such Special Assemblies upon registering as attending the Special Assembly.
- (e) At least fifteen (15) days' notice in the manner set out in (c) above shall be given by the Board of Directors to all members in good standing prior to a Special Assembly and the purpose for holding such an Assembly shall be stated in the notice.
- (f) The membership at large must elect an Executive Committee, consisting of one (1) President, one (1) Vice-President and one (1) Secretary-Treasurer, every third year during the Annual General Assembly. All full voting members of the Central Government must be eligible to vote for the Executive Committee by either registering as attending the Annual General Assembly or by registering as a full voting member of the Central Government through the remote voting system.
- (g) The members of each of the following families (the "Tahltan Families" and each a "Family") who are also full adult members of the Central Government, may elect one full adult member of such Family to be a Director of the Central Government every third year during the Annual General Assembly: (i) Carlick; (ii) Cawtoonma; (iii) Good-za-ma; (iv) Etzenlee; (v) Eth'eni; (vi) Dekama; (vii) Shukak; (viii) Ts'imgaltea; (ix) Stikine Claw & Thicke; and (x) Thud Ga. Each such Director will be elected by the full adult members of his or her Family for a term of three (3) years. All members of any Family who are full adult members of the Central Government so voting must be eligible to so vote by either registering as attending the applicable Annual General Assembly or by registering as a full voting adult members through the remote voting system. The Central Government will keep and manage a record of the membership of each Family and only full adult members registered with the Central Government as being a member of a Family will be eligible to vote for such Family Representative. Any dispute regarding which Family, if any, any adult Central Government member is a member of will be resolved in the complete discretion of the Board of Directors.
- (h) Any full adult member of the Central Government who is in good standing may stand for election to an Executive Committee position if nominated to do so by at least ten (10) other full adult members, provided that written notice of such nomination, signed by the ten (10) nominating adult

members, is delivered to the Central Government office at least ninety (90) days before the first day of the Annual General Assembly at which the Executive Committee is to be elected. Any full adult member of the Central Government who is in good standing and who is registered with the Central Government as being a member of a Family may stand for election as that Family's Family Representative if nominated to do so by at least five (5) other members of that Family who are full adult members of the Central Government, provided that written notice of such nomination, signed by the five (5) nominating adult members, is delivered to the Central Government office at least ninety (90) days before the first day of the Annual General Assembly at which members of the Board of Directors are to be elected. A list of all of the nominees for each Executive Committee and Family Representative position will be read on the floor of such Annual General Assembly.

- (i) A notice of election of members of the Executive Committee and Family Representatives must be given to all members at least one hundred and twenty (120) days in advance of the proposed date of an Annual General Assembly at which the Executive Committee and Family Representatives are to be elected by posting notice thereof, including a call for nominees and information regarding the election process, at the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C.
- (j) A quorum of a duly called Annual General Assembly or a Special Assembly shall be twenty-five (25) full adult members duly registered as attending such Assembly.
- (k) The Board of Directors must ensure that a secure remote voting system is available to voting members for all elections of the Executive Committee and Family Representatives of the Central Government.
- (l) Any remote voting system provided under Bylaw II(j) must:
 - 1. be anonymous;
 - 2. be secured for access by full voting members of the Central Government only; and
 - 3. open at 9 a.m. on the first day of the Annual General Assembly and remain open until 5 p.m. on the final day of the Annual General Assembly,

and the procedure of how to access the remote voting system must be fully described on the notice of Annual General Assembly required under these Bylaws.

(m) Any vacancy of the position of Vice-President or Secretary-Treasurer will be filled by resolution of the Board of Directors passed at a duly called meeting of the Board of Directors appointing a replacement in accordance with the following provisions:

1. in the case that there was more than one candidate for the applicable Director position in the most recent election, the individual that was the runner up for such position (being the candidate that received the most votes in such election behind the individual that was elected to the applicable Director position) will be appointed to fill the vacant Director position, provided that he or she, in a timely manner upon the Central Government providing reasonable notice, confirms that he or she is willing and able to fill such vacancy;
2. failing (1) above, the Board of Directors must, in a timely manner, appoint any other full adult member of the Central Government, including a serving Director, to fill such vacant Director position, provided that notice of such vacancy, and the intention of the Board of Directors to fill such vacancy as contemplated in this sentence, is provided to the members of the Central Government at least fourteen (14) days in advance of any such appointment by posting notice thereof, including a call for applicants interested in filling such vacancy, at the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C.

The term of any replacement of the Vice-President or Secretary-Treasurer will be until the next regularly scheduled election of the Executive Committee. The replacement Vice-President or Secretary-Treasurer shall, upon his or her appointment, become a member of the Executive Committee. For greater certainty, the runner up in each election of the position of Vice-President and the position of Secretary-Treasurer shall not have any rights whatsoever to attend, vote at, or receive notice of meetings of the Board of Directors (except for such rights that may exist as a result of such individual being a member of the Central Government) unless and until such individual is, as a result of a vacancy, appointed as a Director of the Central Government by the Board of Directors in accordance with this section.

(n) Any vacancy in the position of President that occurs within one (1) year of a regularly scheduled election of the Executive Committee will be filled by the Vice-President who will hold such position until the next regularly scheduled election (in which case there shall be a vacancy in the position

of Vice-President which will be filled according to these Bylaws). Any vacancy in the position of President that occurs more than one (1) year before the next regularly scheduled election of the Executive Committee will be filled through a by-election (which, notwithstanding section II(d) may occur at a Special Assembly) to be carried out as herein described within two (2) months (or such longer period as the Board of Directors may determine, not to exceed (3) months) of such position becoming vacant and the Vice-President shall hold the position of President in the interim period and, notwithstanding the foregoing paragraph, there shall be no vacancy in the position of Vice-President to be filled for such period. At least forty-five (45) days prior to the commencement of a by-election contemplated in this section, notice of the by-election, including a summary description of the nomination process and requirements, must be posted in the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C. Any full adult member of the Central Government that is in good standing may stand for the vacant President position if nominated to do so by at least ten (10) other full adult members, provided that written notice of such nomination, signed by the ten (10) nominating adult members, is delivered to the Central Government office at least thirty (30) days before the commencement of the by-election. At least fifteen (15) days before the commencement of the by-election, the Central Government will post notice of the nominees for the vacant President position in the post office in the towns of Telegraph Creek, Iskut and Dease Lake, B.C. A by-election pursuant to this section may be carried out using only remote voting if so determined by the Board of Directors at a duly called Board of Directors meeting.

- (o) At any Annual General Assembly at which the Executive Committee is to be elected, if for any reason the position of President, Vice-President or Secretary-Treasurer are not filled by such election, for the purposes of these Bylaws, such position shall be considered vacant and will be filled as provided in these Bylaws.
- (p) With respect to any vacancy in a Family Representative position that occurs within one (1) year of the next regularly scheduled election of the Family Representatives, the Board of Directors may, but shall not be obligated to, appoint any other full adult member of the Central Government that is a member of the applicable Family to fill such Family Representative position, provided that notice of such vacancy, and the intention of the Board of Directors to fill such vacancy as contemplated in this sentence, is provided to the members of such Family at least fourteen (14) days in advance of any such appointment by posting notice thereof, including a call for applicants interested in filling such vacancy, at the post

offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C. With respect to any vacancy in a Family Representative position that occurs more than one (1) year before the next regularly scheduled election of the Family Representatives, the vacancy will be filled through a by-election (which, notwithstanding section II(d) may occur at a Special Assembly) to be carried out as herein described within two (2) months (or such longer period as the Board of Directors may determine, not to exceed six (6) months) of such position becoming vacant. At least forty-five (45) days prior to the commencement of a by-election contemplated in this paragraph, notice of the by-election, including summary description of the nomination process and requirements, must be posted in the post offices in the towns of Telegraph Creek, Iskut and Dease Lake, B.C. Any full adult member of the Central Government that is a member of the applicable Family and in good standing may stand for the vacant Family Representative position if nominated to do so by at least five (5) other full adult members of such Family, provided that written notice of such nomination, signed by the five (5) nominating adult members, is delivered to the Central Government office at least thirty (30) days before the day of the proposed by-election. At least fifteen (15) days before the day of the proposed by-election, the Central Government will post notice of the nominees for the vacant Family Representative position in the post office in the towns of Telegraph Creek, Iskut and Dease Lake, B.C. The members entitled to vote at such by-election will be the members entitled to vote for the applicable Family Representative as provided in Bylaw II(g). A by-election pursuant to this section may be carried out using only remote voting if so determined by the Board of Directors at a duly called Board of Directors meeting. For the purposes of this section, a vacancy in a Family Representative position will include: (i) failure, for any reason, to fill such position at an Annual General Assembly at which Family Representatives are to be elected, (ii) any such Family Representative being appointed or elected to an Executive Committee position pursuant to these Bylaws, and (iii) removal or resignation of such Family Representative in accordance with these Bylaws.

III. DUTIES OF THE PRESIDENT, VICE-PRESIDENT AND SECRETARY-TREASURER

- (a) The President shall:
 - 1. be the spokesperson for the Central Government;
 - 2. be the senior officer responsible for the general operation and administration of the Central Government;

3. supervise the other officers in the execution of their duties;
4. preside over all meetings of the Central Government, the Executive Committee and of the Board of Directors;
5. have a vote at all meetings of the Central Government, the Executive Committee and the Board of Directors;
6. be a member and Chair, unless such chair position is otherwise delegated by the President or unless such position is otherwise held by another member of the Executive Committee pursuant to these Bylaws, of all committees of the Board of Directors; and
7. hold office until replaced by an Annual General Assembly or the office becomes vacant through resignation, removal, incapacity or death.

In addition to the foregoing, the primary responsibilities of the President are to:

1. provide strategic leadership to the Board of Directors;
 2. represent the Central Government in the negotiation and implementation of government-to-government relationships;
 3. represent the Central Government in the negotiation and implementation of agreements with third parties; and
 4. report to the Board of Directors with respect to his or her responsibilities as senior officer of the Central Government.
- (b) The Vice-President shall perform all of the duties of the President if the President is unable to act due to absence or other incapacity and shall provide support to the President and the Board of Directors in fulfilling their applicable responsibilities, as directed from time to time. The Vice-President shall also be responsible for communicating with the members of the Central Government regarding the business of the Central Government and providing leadership support to the Central Government.
- (c) The Secretary-Treasurer shall, among other duties as may be directed by the Board of Directors from time to time, perform the following duties:
1. attend meetings of the Central Government, the Executive Committee and the Board of Directors and assure that accurate records of the proceedings of all such meetings are kept;

2. maintain custody of the books and minutes of the Central Government and ensure that the Central Government remains in good corporate standing;
3. make available, upon request, copies of the minutes of all Board of Directors meetings to any member of the Central Government in good standing;
4. be responsible for the proper accounting of funds received by the Central Government;
5. have a financial statement of the Central Government prepared each year for presentation to the membership at the Annual General Assembly;
6. provide quarterly financial statements of the Central Government to the Board of Directors;
7. be a member and Chair of the “Finance Committee”, or any such similar committee as may be created by the Board of Directors from time to time to oversee the financial affairs of the Central Government; and
8. support the administrative staff of the Central Government in financial matters as directed by the President or the Board of Directors from time to time.

IV. THE EXECUTIVE COMMITTEE

The President, Vice-President and Secretary-Treasurer shall constitute the Executive Committee and shall have the responsibility of carrying out the affairs of the Central Government on a day-to-day basis. Decisions taken by the Executive Committee shall be reviewed by the Board of Directors at its next meeting. Each member of the Executive Committee shall be responsible for overseeing each member of the Executive Committee in their adherence to the Code of Conduct and Confidentiality agreements, as may be in place from time to time at the request of the Board of Directors, and shall report any related concerns to the Board of Directors.

V. THE BOARD OF DIRECTORS

- (a) The Board of Directors shall be comprised of the members of the Executive Committee, which are to be elected by the members at large pursuant to these Bylaws, and the Family Representative Directors, each elected by the relevant Family pursuant to these Bylaws, or persons appointed as replacements for such individuals pursuant to these Bylaws.
- (b) The Board of Directors shall be responsible for:

1. Overseeing the operations and decisions of the Executive Committee including the hiring and dismissal of any person employed by the Central Government.
 2. The general policies of the Central Government.
- (c) Board of Directors meetings will be called by the Executive Committee upon reasonable notice.
- (d) Decisions of the Directors require the support of a simple majority of the Directors present and voting. A resolution in writing must be distributed to all Directors in advance and, if signed by a simple majority of all the Directors then in power and placed with the minutes of the Directors, that resolution is as valid and effective as if regularly passed at a meeting of Directors. In the event of a tie vote, the President, or in his or her absence, the Vice-President, shall be entitled to cast a deciding vote.
- (e) Any Director may resign from his or her office and such resignation will be deemed effective upon the office of the Central Government receiving a written notice of resignation signed by that Director.
- (f) The members may, by special resolution, remove a Director from the Executive Committee whose conduct is improper and likely to endanger the purposes of the Central Government, or if the Director has, without reasonable excuse, missed three (3) consecutive Directors' meetings; and the members may elect a successor to complete the term of office by ordinary resolution.
- (g) If the Directors are of the view that a Director who is a Family Representative has conducted him or herself improperly and is likely to endanger the purposes of the Central Government, or if that Director has, without reasonable excuse, missed three (3) consecutive Directors' meetings, then the Directors must send a letter that describes the Director's conduct to the Family members who signed the written nomination letter described in Bylaw II(g) and the members may, by special resolution, remove such Family Representative and any vacancy resulting in such removal may only be filled in the manner provided in Bylaw II(p) .
- (h) A quorum for the Board of Directors shall be a simple majority of the then existing Directors.
- (i) Subject to the provisions of the Societies Act and the regulations thereunder, the Directors will be entitled to such remuneration for being or acting as Directors, if any as the Directors may from time to time

determine or approve. Any such remuneration for being a Director may be in addition to any salary or other remuneration or compensation paid to any officer or employee of the Central Government, as such, who is also a Director. In addition, Directors may be reimbursed for reasonable expenses incurred in performing their duties as directors..

VI. BORROWING

The Central Government may borrow on its credit upon a Special Resolution of the members and/or upon a resolution of the Board of Directors passed by a majority of not less than three-fourths (3/4) of total membership of the Board as set out in V(a) hereof and notwithstanding the foregoing, under no circumstances shall a debenture be issued without the authorization of a Special Resolution of the members.

VII. AUDITING

The Members of the Central Government may, by Ordinary Resolution duly passed at the Annual General Assembly, require the appointment of an auditor to audit the financial statements of the Central Government for the ensuing year but if they fail or choose not to do so then in such case the books, accounts, records, documents and vouchers of the Central Government shall be reviewed at least once each year by a duly qualified accountant appointed by the Board of Directors.

The fiscal year of the Central Government shall begin on April 1st of each calendar year and end on March 31st of the following calendar year.

VIII. SEAL OF THE CENTRAL GOVERNMENT

The Board of Directors may, but shall not be obligated to, adopt a seal which shall be the common seal of the Central Government.

The common seal of the Central Government shall be under the control of the Board of Directors and the responsibility for its custody and use from time to time shall be determined by the Board of Directors.

IX. MANNER OF AMENDING CONSTITUTION AND BY-LAWS

The Constitution and Bylaws of the Central Government shall not be altered or added to except by a Special Resolution of the Central Government.

With respect to any special resolution to alter or add to the constitution or bylaws of the Central Government, the Board may, from time to time and in its discretion, authorize indirect or delegate voting or voting by mail or other means of communication, including by fax, email or other electronic means, and from time to time in its discretion, determine the manner in which, in respect of any voting members participating in such manner, and verification of the identity of any member so voting and confirming how such members

are casting their votes, and voting by any voting members so participating must be made in accordance with such determinations which will be deemed to be the rules respecting how that voting is to occur.

X. SOCIETIES ACT TRANSITION PROVISIONS

The Operation of the Tahltan Central Government shall be conducted chiefly within Tahltan Traditional Territory and more particularly in the town of Dease Lake, British Columbia. This provision is alterable by a Special Resolution of the members.

In the event of winding up or dissolution of the Society, funds and assets of the society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organization or organizations promoting the same object of the Society, as may be determined by the members of the Society at the time of the winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the *Income Tax Act of Canada* from time to time to effect.

END OF DOCUMENT

10: EXECUTIVE COMMITTEE TERMS OF REFERENCE (2020)

Purpose

The purpose of the Executive Committee is to provide political leadership and activities for the Tahltan Central Government (“**TCG**”) by:

- ensuring the Board fulfils its responsibilities to TCG members;
- overseeing the development and implementation of TCG strategies, policies, operations plans and budgets;
- allocating Board time and resources;
- facilitating Board engagement with the Elders Council and Youth Council;
- facilitating Board engagement with the Tahltan Band Council and Iskut Band Council;
- facilitating information sharing and engagement with Tahltans;
- appointing Directors to Ad Hoc Committees;
- balancing the interests of various stakeholders including partners, other governments within and external to the Tahltan Nation; and
- upholding the integrity, brand, and reputation of the TCG.

Authority

- The Executive Committee is a Standing Committee of the TCG Board.
- Subject to the Bylaws and TCG governance policies, the Executive Committee operationalizes Board direction and makes operational decisions to implement Board direction.

Composition

- The members of the Executive Committee are the elected President, Vice-President and Secretary-Treasurer of the TCG.

Duties of Executive Committee Members

President and Committee Chair

- The President (or their designate) will serve as the Chair of the Executive Committee.
- The duties of the President are set out in Bylaws III. (a) as follows:
 1. be the spokesperson for the TCG;
 2. be the senior officer responsible for the general operation and administration of the TCG;
 3. supervise the other officers in the execution of their duties;
 4. preside over all meetings of the TCG, the Executive Committee and of the Board of Directors;
 5. have a vote at all meetings of the TCG, the Executive Committee and the Board of Directors;
 6. be a member and Chair, unless such chair position is otherwise delegated by the President or unless such position is otherwise held by another member of the Executive Committee pursuant to these Bylaws, of all committees of the Board of Directors;
 7. hold office until replaced by an Annual General Assembly or the office becomes vacant through resignation, removal, incapacity or death.
 8. provide strategic leadership to the Board of Directors;
 9. represent the TCG in the negotiation and implementation of government-to-government relationships;
 10. represent the TCG in the negotiation and implementation of agreements with third parties; and
 11. report to the Board of Directors with respect to his or her responsibilities as senior officer of the TCG.

Vice President

- The Vice-President (or their designate) will serve as the Chair of the Executive Committee in the absence of the President.

- The duties of the Vice-President are set out in Bylaws III. (b), as follows

The Vice-President shall perform all of the duties of the President if the President is unable to act due to absence or other incapacity and shall provide support to the President and the Board of Directors in fulfilling their applicable responsibilities, as directed from time to time. The Vice-President shall also be responsible for communicating with the members of the TCG regarding the business of the TCG and providing leadership support to the TCG.

Secretary-Treasurer and Secretary of the Committee

- The Secretary-Treasurer or their designate will serve as the secretary of the Executive Committee.
- The duties of the Secretary-Treasurer are set out in Bylaws III. (c) as follows:
 1. attend meetings of the TCG, the Executive Committee and the Board of Directors and assure that accurate records of the proceedings of all such meetings are kept;
 2. maintain custody of the books and minutes of the TCG and ensure that the TCG remains in good corporate standing;
 3. make available, upon request, copies of the minutes of all Board of Directors meetings to any member of the TCG in good standing;
 4. be responsible for the proper accounting of funds received by the TCG;
 5. have a financial statement of the TCG prepared each year for presentation to the membership at the Annual General Assembly;
 6. provide quarterly financial statements of the TCG to the Board of Directors;
 7. be a member and Chair of the “Finance Committee”, or any such similar committee as may be created by the Board of Directors from time to time to oversee the financial affairs of the TCG; and
 8. support the administrative staff of the TCG in financial matters as directed by the President or the Board of Directors from time to time.

Delegation of Presidential Duties

- If the President is absent, unable to act, or there is a vacancy in the office, all of the President's duties will be delegated to the Vice-President.
- The Vice President will not exercise delegated authority if, in so doing, it creates a conflict of interest.
- If the Vice President is absent or unable to act, the duties of the President will be delegated to the Secretary-Treasurer.
- In recognition of the TCG as a growing organization with increasing opportunities to advance the title and rights of all Tahltans, the President may delegate one or more of their duties as the day-to-day lead on key files to the Vice-President if doing so does not financially burden TCG.
- The delegation of duties from the President to the Vice-President takes place primarily within the context of the Executive Committee's regular work planning activities, however it is anticipated that delegation will also take place on an ad-needed basis and in response to a growing work load of the President, however such delegation must not financial burden the TCG.
- A duty of the President may be delegated to a Family Representative by agreement of the Executive Committee.
- Any delegation of the duties from the President to another Director will be reported to the Board at is next regular meeting.

Committee Work Plan

- At the first Executive Committee meeting following Board approval of the Strategic Plan (in the first year of the Board's term) and annual budget (annually), the Executive Committee will create an annual Executive Committee work plan (the "**Work Plan**").
- The Work Plan will identify the goals and objectives of the Executive Committee for that year and identify each Executive Committee member who will be responsible for achieving a goal or objective.
- The Work Plan of the Executive Committee must be approved by the Board.

Staff support

- Except where the business of the Executive Committee involves the Executive Director, the Executive Director (or their designate) will attend meetings of the Executive Committee and provide support as needed.

- The Executive Director is not a voting member of the Committee.

Executive Committee Meetings

Purpose of Meetings

The purpose of the Executive Committee meetings is to:

- ensure that all members of the Executive Committee are informed about TCG operational activities and emerging strategic issues;
- discuss priorities within the Committee's work plan, or emerging priorities for the work plan;
- track progress on the Board and Committee's priorities;
- coordinate the implementation of the strategic plan and TCG priorities;
- discuss and action plan for strategic communications issues; and
- consider operational policy issues and other matters requiring operational decisions before the next scheduled Board meeting.

Frequency of Meetings

- The Executive Committee will meet at the call of the Chair. Notice of a meeting of the Executive Committee must be provided to all Executive Committee members and, except where the business of the meeting involves the Executive Director, to the Executive Director.
- The Executive Committee may meet as often as is required to conduct the business of the Executive Committee but must meet at least ten (10) days prior to a regularly scheduled Board meeting to confirm the agenda and business of the Board.

Mode of Meetings

- Meetings may be in-person, or by arranged teleconference or videoconference technology that allows, at a minimum, all participants to hear and be heard in real time by all other participants.
- Executive Committee members participating by arranged technology are deemed to be present at the meeting for quorum.

Minutes

- Minutes from Executive Committee meetings will be recorded by the Secretary-Treasurer or their designate and will be promptly circulated to Executive Committee members and to the Executive Director as soon as practicable following the meeting, except where the minutes address matters in related to the Executive Director, in which case they will be circulated to Executive Committee members and the Secretary-Treasurer.
- Minutes of Executive Committee meetings will be made available to any member of the Board upon request to the Executive Director.

11: TERMS OF REFERENCE OF THE TAHLTAN ELDERS COUNCIL

[IN DEVELOPMENT]

12: TERMS OF REFERENCE OF THE TAHLTAN YOUTH COUNCIL (2020)

Tahltan Youth Council

As stated in the Tahltan Central Government (TCG) Governance Policy and Handbook (2016), the purpose of the Youth Council is to:

1. To create a safe and healthy space where Tahltan youth can advise and make recommendations to the Tahltan Board of Directors regarding issues of concern and importance to Tahltan youth; and
2. Advance special initiatives that engage and educate youth regarding Tahltan governance, culture and community-building.

Background

The TCG Board of Directors recognizes the immense potential of Tahltan youth to bring innovative thinking and energy to the governance of the Nation. As important agents of positive change for the future, Tahltan youth have an important responsibility to carry forward Tahltan values, traditions, beliefs and language into the modern world, and to ensure our identity as a distinct Indigenous people continue to thrive. The first decisive step to create the Tahltan Youth Council was taken at a meeting of a group of youth on October 24th and October 25th, 2015 in Terrace. Over the course of the two (2) days the group discussed what their core purpose, structure and goals might be as an organized collective. This draft Terms of Reference is intended to support the youth to advance their core purpose. It is anticipated that this Terms of Reference will be amended as required and confirmed by the TCG Board of Directors at the first regular meeting of the Board following a regularly scheduled election.

Mission

Our mission is to encourage and maximize youth engagement within the Nation and advance opportunities to educate youth about Tahltan governance, traditions, protocols, structure and processes. Whereas the Tahltan Youth Council was established as a collective voice for the youth of our Nation, together we will strive to do the following:

- To represent the voice of Tahltan youth: In recognition of the 1910 Declaration, our shared ancestry and our continued rights as titleholders and stewards of the unceded

Territory of the Tahltan Nation, we carry forward the legacy of strength and wisdom of our past leaders by bringing a strong youth voice to the governance of our lands and resources.

- To educate and mentor one another: As a unified Council, we will strive to educate and mentor one another about Tahltan culture, protocols, governance and to support each other to develop into empowered and healthy individuals that will become our future leaders.
- To advocate for one another: We will advocate for each other, celebrate each other and create empowering initiatives for youth and the Tahltan Nation.
- To be inclusive: As an inclusive body within the Tahltan Central Government structure, we welcome the perspectives of all Tahltan youth regardless of where they live and encourage the open sharing of ideas in order to solve problems and make informed recommendations to the Tahltan Central Government regarding current and future issues that affect us.

Membership and Selection Process

1. The Youth Council will comprise a minimum of five (5) Tahltan youth.
2. A person is considered a youth when he or she is a Tahltan member in good standing age 30 or younger.
3. There is no limit on the number of members that comprise the Youth Council. If necessary, the Youth Council will vote on a new structure or process for appointing youth with consultation with TCG.
4. All Tahltan Youth may volunteer to participate on the Youth Council.
5. Where possible, the Youth Council will include members living both within and beyond Tahltan Territory and try to ensure all ten (10) traditional families are represented.

Responsibilities of Youth Council Members

1. All members of the Tahltan Youth Council share in the responsibility to:
 - (a) Attend and participate in meetings of the Youth Council;
 - (b) Review Youth Council meeting minutes from the meetings, including committee meetings;

- (c) Participate in any surveys initiated by the Youth Council;
- (d) Gather and offer information, advice and guidance to the Implementation Committee regarding youth engagement and issues as requested by the Executive Committee and as determined appropriate by the Youth Council;
- (e) Seek out, facilitate and coordinate opportunities for Youth to engage in Tahltan governance and cultural initiatives and processes
- (f) Seek out and facilitate opportunities for knowledge transmission and mentorship from within the Youth Council, with Tahltan Leaders and with Tahltan Elders;
- (g) Seek out fundraising opportunities to contribute to special initiatives and projects of the Youth Council;
- (h) Jointly with the TCG President and/or Executive Committee, appoint up to three (3) representatives to sit on the Youth Council Implementation Committee.

Council Meetings

1. The Youth Council will host semi-annual Tahltan Youth Gathering, with one of these gatherings held during the TCG Annual General Assembly (AGA).
2. The Youth Council may invite Elders, leaders and other guests to address, inform or advise them as part of the Youth Gatherings.
3. A member may participate in a meeting by means of telephone or other communications provided that all Members participating can hear one another.
4. At each meeting of the Youth Council, the Council will appoint a new Chair for the next meeting.
5. For budgeting purposes, all other meetings of the Council must be approved by the President or delegated member of TCG Board of Directors.

Duties of the Chair

1. The duties of the Chair will be to:
 - (i) Ensure that Youth Council the meeting location and dates are communicated with all members of the Youth Council in a timely manner.
 - (j) With the support from the TCG, assist with the coordination of bi-annual Youth Gatherings and other meetings of the Youth Council as required;
 - (k) Ensure meeting agendas and documents are circulated to Youth Council members at least one (1) week in advance of the meeting

- date;
- (l) Forward the meeting minutes, requests, decisions and recommendations of the Youth Council to the Implementation Committee members and TCG Executive Committee within two (2) week following a meeting of the Council; and
 - (m) Ensure recommended updates to this Terms of Reference are forwarded to the TCG Executive Committee in advance of the first meeting of the TCG Board of Directors following a regularly scheduled election.

Decision-making

1. The Council will strive to achieve consensus on all decisions and recommendations to the TCG Executive Committee.
2. If consensus cannot be reached on a decision or recommendation, the issue will be decided by majority vote, with each member present at the meeting having a single vote.
3. In cases where a vote is tied, the Council may choose to request the TCG President or the Chair of the Elders Council to cast a tie-breaking vote.
4. The Chair, on behalf of the Youth Council, will bring forward the final decisions and recommendations of the Council to the TCG Executive Committee.

Implementation Committee

1. TCG board will approve, three (3) members of the Youth Council to the Implementation Committee every three (3) years or when Youth age out of the Committee.
2. The Implementation Committee will meet four times per year, including during semiannual Tahltan Youth Gatherings.
3. The Chair of the Committee will rotate among the three members and will be responsible for establishing meeting agendas and keeping written minutes from Committee meetings.
4. The specific role of the Implementation Committee will be to:
 - (n) Maintain the list of Chairs for semi-annual meetings of the Youth Council and ensure a Chair is identified for all meetings of the Council.
 - (o) Maintain a list of Youth Council members, which will be utilized by

the Council Chair(s) and TCG staff for the purposes of maintaining a record of membership and communicating with Council members;

- (p) Oversee the implementation of special initiatives of the Youth Council;
 - (q) Provide oral or written reports to the Youth Council members regarding special issues and initiatives; and
 - (r) Provide oral or written reports on special issues and initiatives as requested by the TCG Executive Committee.
5. For budgeting purposes, all other meetings of the Council must be approved by the President or delegated member of the TCG Board of Directors.

Funding for Special Initiatives of the Youth Council

1. The Youth Council may request funds from the TCG Board of Directors to advance initiatives of importance and as agreed to by the Youth Council.
2. Request for funds will be made by the Implementation Committee Chair to the TCG Executive Committee, along with detailed written work plan or proposal.

Review

1. The Youth Council will review and update these Terms of Reference as required every three (3) years during an AGA in which a new Executive Committee is elected.

Funding and Honoraria

1. The TCG will provide annual funding for the semi-annual Tahltan Youth Gatherings, including one Gathering to take place during the AGA.
2. All related travel expenses (including mileage, meals and accommodations) for Implementation Committee members to attend meetings of the Board of Directors at the request of the Executive Committee will be covered in the same manner for TCG Family Representatives as outlined in the TCG Draft Finance Policy (2014).
3. Funds raised by the Youth Council will be held by the TCG in a separate bank account for use by the Council in furthering their objectives.

13: TERMS OF REFERENCE OF THE COMPLAINTS COMMITTEE

Background

The Tahltan have long-standing legal traditions that guide how interpersonal, family and group conflict are addressed within the Nation. The Tahltan Central Government (“**TCG**”) works with legal counsel, the Executive Committee and the Elders Council to begin the process of developing and implementing robust policies and procedures that incorporate both modern legal systems and Tahltan dispute resolution processes (i.e. Kuwegāhn). The goal is to help safeguard the reputations and safety of Tahltan governments and their staff/leadership, while ensuring those who break internal policies or laws are properly held accountable.

On October 18, 2020, the TCG Board of Directors (the “**Board**”) approved a motion to begin the development of a Tahltan Nation-wide protocol to address and mitigate lateral violence and related misconduct throughout Tahltan entities and organizations, including setting consistent standards of conduct, establishing an interorganizational reporting framework that can be utilized when standards of conduct are breached, and ensuring information sharing between Tahltan organizations in respect of these matters (the “**Tahltan Nation Conduct Protocol**”).

As the Protocol is developed and our legal traditions become integrated within our Nation’s institutions, the Board requires an interim process to receive and address complaints the TCG may receive about the conduct of Directors. This process is outlined in the TCG Governance Policy Manual (the “**Manual**”) and is administered by the Complaints Committee, with ultimate oversight resting with the Board. It is anticipated that, over time, complaints regarding Director conduct that require focused effort to repair and rebuild relationships between Directors or between a Director and their family or other TCG members will more often be addressed through the Kuwegāhn process.

Purpose

- To administer the Director Accountability Process in accordance with section 7 of the Manual.

Composition and Membership

- The Complaints Committee will consist of the President (as ex-officio) and at least two (2) additional members appointed by the Executive Committee.
- Appointees to the Committee may include Executive Committee members, Family Representatives or Elders Council members.

Committee Chair

- The Executive Committee will appoint the Chair of the Complaints Committee.

Committee Duties

The overall duties of the Complaints Committee are to administer the Director Accountability Process set out in section 7 of the Manual, including to:

- ensure Complaints pursuant to section 7 of the Manual are addressed in a consistent, timely and fair manner, pursuant to the authorities and responsibilities set out in the Manual, and with the goals of upholding the accountability of Board members to TCG members;
- make provisions to utilize a neutral third party to investigate Complaints where appropriate and pursuant to the Manual;
- report findings from the Director Accountability Process and recommend potential Accountability Measures and other actions regarding individual Complaints as required and authorized pursuant to the Manual to the Board;
- undertake tasks in relation to the Director Accountability Process and accountability of Directors as directed by the Board; and
- monitor compliance with Board decisions regarding Complaints.

Duties of the Chair

- The Chair will convene meetings of the Complaints Committee as required to ensure all Complaints referred to the Complaints Committee by the Executive Director are reviewed in accordance with the procedures set out in section 7 of the Manual.
- All communications from the Complaints Committee to the Board, including recommendations and findings, are through the Chair of the Complaints Committee.

Authority

- Only the Board may make decisions with respect to Accountability Measures and actions following the review of recommendations from the Complaints Committee.

Confidentiality and Conflict of Interest

- All Complaints Committee members must treat any information gained through their positions as confidential. This includes, without limitation, information about Complainants, the contents of Complaints, Complaints Committee deliberations and recommendations to the Board.

- In the event that a Complaint is received by the Executive Director regarding the conduct of a Complaints Committee member, the remaining members of the Complaints Committee will send a request to the Executive Committee requesting an appointment of an alternative Director to the Committee for the purposes of assessing the Complaint.

Quorum

- A quorum of the Complaints Committee consists of three (3) members.

Committee Meetings

- Complaints Committee meetings for the purpose of reviewing Complaints will be held at the discretion of the Chair upon receipt of a Complaint and within the timelines prescribed in the Manual or as directed by the Board.
- Complaints Committee members are expected to attend scheduled meetings. Excessive or unreasonable amount of absence of a member may result in the removal of the member from the Complaints Committee, at the discretion of the Board.
- Minutes of all Complaints Committee meetings will be taken and stored in a separate, confidential file.

Committee Recommendations

- The Complaints Committee will be encouraged and expected to make use of the TCG's professional advisors, including legal counsel, and the administrative support of the Executive Director in the conduct of its duties, responsibilities and authorities pursuant to the Manual.
- Complaints Committee recommendations regarding the accountability of Directors are made by consensus and recorded in the minutes of the Complaints Committee.

Budget

- The Board is responsible for approving sufficient funding to cover costs for the Complaints Committee to carry out their role, including an annual budget with which to perform necessary research, due diligence and receive legal advice regarding the processes contemplated by the TCG Governance Policy Manual.
- Should the Complaints Committee require funding in excess of the annual budget, the Complaints Committee will request funding from the Board.

Term of the Committee

- The term of the Complaints Committee will commence following the appointment of the Complaints Committee members at the first scheduled Board meeting following an election of the Directors at an AGA and will end at the close of the last business day prior to the first day of the notice period for the next election at an AGA.

14: DIRECTOR'S CODE OF CONDUCT

The Tahltan Central Government (“**TCG**”) Board of Directors (the “**Board**”) is responsible for providing overall strategic and policy direction for the TCG. As a Director, I am committed to using my best efforts to provide effective and ethical leadership and direction and I will, at all times, fulfill this responsibility in accordance with the policies of the TCG and in compliance with this Director’s Code of Conduct. In particular and without limitation, I agree that at all times in the performance of my duties as a Director:

1. I will act honestly, in good faith and in the best interest of TCG as a whole and work toward the unity and betterment of the Tahltan Nation, rather than in the interest of any specific group or myself.
2. I will work to protect the credibility and integrity of TCG and conduct myself in a reasonable manner that reflects positively on TCG.
3. When acting as a Director, I will exercise the care, diligence and skill that a reasonably prudent director of a similar society would exercise in comparable circumstances.
4. I will read and familiarize and conduct myself in accordance with the TCG Governance Policy Manual, as amended from time to time.
5. I will refrain from being under the influence of alcohol, drugs and other harmful substances while conducting TCG business.
6. I will publicly demonstrate support and acceptance of TCG policies and decisions. Regardless of my personal viewpoint, I will not speak against, or in any way undermine, TCG solidarity once a Board decision has been made. I acknowledge that the President of the TCG is the official spokesperson for the TCG and, consequently, all public requests (for example, media statements) for comment on TCG policy and decisions will be referred to him or her unless otherwise directed by the Board.
7. I acknowledge that I have a duty to inform my family members concerning TCG policies and decisions and to work proactively to foster active engagement by my family members in the governance of the TCG and to promote the sharing of information and perspectives and a constructive dialogue between my family members and the TCG.
8. I will respect the separation between TCG governance and management. I understand that the President is responsible to the entire Board and, consequently, that no single Director or Committee has authority over the President or any other employee or contractor. I understand that it is the Executive Director, with support from the President, who directs employees and contractors and not the Board or any individual Director.

9. I will, at all times, comply with the terms of the TCG Director's Oath of Confidentiality, as amended from time to time.
10. I will contribute to the discussions and decision-making of the Board in a positive and constructive manner with the goal of finding an acceptable resolution with the entire Board and my interactions in meetings will be courteous, respectful and free of animosity.
11. I will participate in the Board's ongoing Board development process including attendance at all Board meetings and at any workshops or training convened for the Board. I will commit sufficient time and energy to attend to TCG business and become as fully informed as possible regarding all aspects of TCG business. I will be prepared for all Board meetings, including having read circulated material in advance of meetings.
12. I will, at all times, comply with the terms of the TCG Director's Conflict of Interest Policy, as amended from time to time.
13. I acknowledge that nothing in this Director's Code of Conduct removes or negates my obligations and duties as a director under any statute or the common law.
14. I will not use any personal property or services of the TCG for any purposes unrelated to performance of my duties or functions, unless that use is otherwise acceptable under the policies, procedures or directions of the TCG.

I, _____:

- understand that this Director's Code of Conduct will be legally binding on me during and after my term of office as a Director of the TCG and that a breach of any of its terms may be subject to disciplinary action by the Board, on a case-by-case basis, and other consequences; and
- do solemnly and sincerely swear and confirm that I will faithfully and honestly fulfil the responsibilities that devolve upon me by reason of my appointment as a director of TCG and I will, at all times, adhere to this Director's Code of Conduct.

DIRECTOR SIGNATURE

DATE

15: DIRECTOR'S OATH OF CONFIDENTIALITY

The Tahltan Central Government (“**TCG**”) acknowledges that it is important to protect a variety of information that is available to the Board of Directors (the “**Board**”) in its position of working with or on behalf of the TCG.

In this Director's Oath of Confidentiality, the following terms have the meanings indicated:

1. “**TCG Information**” means all Tahltan Traditional Knowledge and all information that I receive while exercising my powers or performing my duties or functions as a Director, unless the information is generally available to members of the public.
2. “**Tahltan Traditional Knowledge**” means cultural heritage, traditional knowledge and traditional cultural expressions of the Tahltan, and knowledge of traditional Tahltan lifeways and systems, whether embodied in tangible or intangible form, and transmitted from ancient to contemporary time from generation to generation and includes:
 - a. the expression of Tahltan sciences, technologies and cultures, including environmental knowledge, use of natural resources, land use and occupation, systems of land tenure and self-management; governance and laws; spiritual knowledge; immovable cultural property (including sacred and historically significant sites and burial grounds);
 - b. human and genetic resources and remains;
 - c. knowledge of animals and plants, seeds, medicines, water, soils, weather, solar and lunar effects, processes and cycles;
 - d. oral traditions, literatures, and visual and performing arts (including songs, dances, music, stories, ceremonies, symbols and designs);
 - e. sports and traditional games; and
 - f. documentation of Tahltan heritage in archives, film, photographs, videotape, compilations, studies, reports or other materials in a variety of media containing or generating from, in whole or in part, TCG Information.
3. As a Director of the TCG, I am committed to the terms of this Director's Oath of Confidentiality.
4. In order to comply with the TCG's objective of protecting TCG Information, I agree to the following:
 - g. I must treat all TCG Information as confidential and will not disclose TCG Information, in any form or media, to any person other than someone who is authorized to receive it and has a legitimate need to know the TCG

Information for the purpose of completing his or her duties for the TCG and provided that, prior to disclosing TCG Information to such an individual, I must obtain his or her agreement to keep the TCG Information confidential in a manner similar to the protections set out in this Director's Oath of Confidentiality.

- h. The provisions in this Director's Oath of Confidentiality do not apply to:
 - (i) information that is publicly known under circumstances involving no breach of this Director's Oath of Confidentiality;
 - (ii) disclosure of TCG Information where such disclosure is required by law, court order, court proceedings or the rules or policies of government or regulatory authority having jurisdiction in the matter, provided that, prior to making any disclosure I first advise the TCG of the applicable demand or request for disclosure as soon as possible to permit the TCG to take steps to restrict such disclosure; and
 - (iii) disclosure of TCG Information where such disclosure is consented to in writing by the Board.

5. I agree that I will:

- a. not make use of any TCG Information to benefit my private interests or those of my relatives, friends or associates;
- b. only use the TCG Information to complete my duties as a Director and for the purpose that it was given to me; and
- c. not make any other use of the TCG Information without the prior written consent of the Board.

6. All rights to TCG Information obtained or produced by me in performing my duties as a Director are the property of TCG.

7. I will not remove any TCG Information from the offices of the TCG without the prior written consent of the Board.

8. Upon completion of my term as a Director, I will promptly return to the TCG all copies of TCG Information in my possession or control as a result of performing my duties, including all copies, reproductions, summaries, analyses or extracts of TCG Information and permanently delete any electronic or written copies in my possession or control.

9. I acknowledge that:

- a. the TCG does not make any representation or warranty as to the accuracy or completeness of the TCG Information provided to me;

- b. the TCG will not be held liable for any errors or omissions in any TCG Information provided to me;
- c. the TCG is not granting any license or copyright in TCG Information to me by implication or otherwise; and
- d. this Director's Oath of Confidentiality must not be taken or interpreted to be any representation, warranty or guarantee to me by TCG with respect to the infringement of patents of other rights of third parties.

10. I must advise the TCG, in writing and before I sign this Director's Oath of Confidentiality, of:

- a. any TCG Information known to me prior to the signing of this Director's Oath of Confidentiality; and
- b. any TCG Information that I think should be excluded from the requirements of this Director's Oath of Confidentiality.

11. I agree that the obligations created under this Director's Oath of Confidentiality will survive the expiry of my term as a Director and shall be binding on my successors and assigns.

12. I will defend, indemnify and save harmless the TCG from and against all claims, liabilities, damages, judgments, costs and expenses, including legal fees and disbursements (together with all applicable taxes) that the TCG may be liable to pay or may incur by reason of my breach of any provision of this Director's Oath of Confidentiality.

13. I acknowledge that any breach of this Director's Oath of Confidentiality may result in damage to the TCG and may not be adequately compensated for solely by monetary award. Therefore, in the event of breach of the provisions of this Director's Oath of Confidentiality, in addition to any and all remedies available at law or equity, the TCG may enforce the provisions in this Director's Oath of Confidentiality by temporary or permanent injunction, restraining order or declaration or all of such relief.

I, _____, hereby confirm that I will faithfully and honestly fulfil my responsibilities as a Director and I will, at all times, adhere to this Director's Oath of Confidentiality.

Dated this _____ day of _____, 20____

Director Signature:	
Witness Signature:	

16: DIRECTOR'S BUSINESS AND OTHER INTERESTS FORM

The Tahltan Central Government (“**TCG**”) Board of Directors (the “**Board**”) recognizes the importance of ensuring effective and unconflicted governance. Therefore, each Director is required to complete this Director's Business and Other Interest Form within the first thirty (30) days of becoming a member of the Board, and disclose any and all conflicts of interest.

Full disclosure allows the Board to appropriately address potential conflicts before they arise. Accordingly, pursuant to the Governance Policy Manual, Directors are required to:

- a. disclose each and every conflict of interest (actual, potential or perceived) to the Board immediately;
- b. abstain from voting or taking other actions that impact the outcome of the activity or business transaction; and
- c. otherwise comply with the directions of the Board to ensure transparent, unconflicted and effective governance of the TCG for all of the Tahltan Nation.

What is a conflict of interest?

A “conflict of interest” includes actual conflicts, potential conflicts and perceived conflicts between a Director's personal interests and those of the TCG. In the following questions, the term “personal interest” means:

- the Director's spouse;
- a person under the age of eighteen (18) years in respect of whom the Director or the Director's spouse is a parent or acting in a parental capacity;
- a person for whom the Director or the Director's spouse is acting as guardian;
- a person, other than an employee, who is financially dependent upon the Director or the Director's spouse or upon whom the Director is financially dependent;
- close family or personal relationship with persons in a position to influence, or otherwise engage in, the affairs of the TCG; or
- an entity in which the Director or the Director in combination with any other person described in this Director's Business and Other Interest Form has a controlling interest.

Director making disclosure:	_____		_____	
	Last name		First & middle name(s)	
Address:	_____			
	Street, rural route, post office box			
	_____		_____	
	City		Province	Postal Code

Director's spouse

Spouse means a person to whom you are married or with whom you have lived as a common law partner for at least one (1) year in a marriage-like relationship.

<input type="radio"/> Not Applicable			
Director's spouse:	_____	_____	
	Last name	First & middle name(s)	
Address (if different than Director's):	_____		
	Street, rural route, post office box		
	_____	_____	_____
	City	Province	Postal Code

Director's dependant(s)

List all dependents under the age of eighteen (18) years in respect of whom you, or your spouse, are: a parent; acting in a parental capacity; acting as a guardian; or providing financial support (other than an employee).

<input type="radio"/> Not Applicable			
Dependent(s):	_____	_____	
	Last name	First & middle name(s)	
	_____	_____	
	Last name	First & middle name(s)	
	_____	_____	
	Last name	First & middle name(s)	
	_____	_____	
	Last name	First & middle name(s)	

**If there is not enough space on this form, please attach additional pages.*

Director's employer(s)

<input type="radio"/> Not Applicable		
Employer/Company:	_____	
Address:	Street, rural route, post office box	
	City	Province
		Postal Code

Spouse's employer(s)

<input type="radio"/> Not Applicable		
Employer/Company:	_____	
Address:	Street, rural route, post office box	
	City	Province
		Postal Code

Family or personal relationship(s)

List all close family or personal relationship with persons in a position to influence, or otherwise engaged in, the affairs of the TCG.

<input type="radio"/> Not Applicable		
Relationship(s):	_____	_____
	Last name	First & middle name(s)
	_____	_____
	Last name	First & middle name(s)
	_____	_____
	Last name	First & middle name(s)

**If there is not enough space on this form, please attach additional pages.*

Tahltan Property

List the legal description and address of all land in which you or your spouse, or a trustee acting on your behalf, own an interest in, or have an agreement which entitles you to obtain an interest in, a Certificate of Possession or traditional land holding on Tahltan reserves. Do not include your personal residence.

Not Applicable

<i>Legal Description(s)</i>	<i>Address(es)</i>
_____	_____
_____	_____
_____	_____

Entity

List each of the entities and material investments in which you, or you in combination with any other person described in this Director’s Business and Other Interest Form, have a controlling interest.

Not Applicable

<i>Your capacity</i>	<i>Name of business or organization</i>
_____	_____
_____	_____
_____	_____

Other Disclosure that may be a conflict or potential conflict of interest

<input type="radio"/> Not Applicable

I hereby confirm that the information disclosed in this Director’s Business and Other Interest Form is, to the best of my knowledge, complete and accurate.

DIRECTOR SIGNATURE

DATE

17: DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

Without limitation to other reasonable duties and responsibilities that may be assigned by the Tahltan Central Government (“**TCG**”) Board of Directors (the “**Board**”), commensurate with the role of the Executive Director, the Executive Director’s duties and responsibilities include:

1. Serve as TCG lead for the Executive Committee including:
 - establish and maintain strong relationships with the Executive Committee and the Board so as to identify their needs as directed by the Board;
 - coordinate meetings to include drafting of agendas, meeting arrangements for the Executive Committee and the Board;
 - attend all regular and special meetings of the TCG;
 - support the Executive Committee and other Committees;
 - keep the Executive Committee and the Board informed by timely reports deemed necessary by the Executive Committee, Bylaws or as required by law;
 - identify and research issues for the Executive Committee and the Board;
 - coordinate the TCG departments, including but not limited to the Socio-Cultural Working Group, Finance and Operations, Lands, Communications, Employment and Training and Title and Rights;
 - with TCG leadership, be responsible for the hiring, retention and capacity building of an effective team of department leads to fulfil the TCG mandate as outlined by the Executive Committee and the Board;
 - work with the Executive Committee and the Board to further operationalize the TCG into a stronger and financially independent organization in accordance with Bylaws and policies of the Board;
 - develop and present to the Executive Committee a strategy for accomplishing the objectives of the Board; and
 - present a management report to the members of the TCG at the Annual General Assembly.
2. Serve as the primary economic development lead, including:
 - work with the Executive Committee and external consultants to obtain funding, secure agreements and other financial benefits for the TCG; and

- respond to inquiries of investment and employment opportunities for the Tahltan people in addition to identifying those opportunities to further strengthen the TCG.
3. Serve as a representative of the TCG, including:
- represent the TCG and its purpose to governments, proponents, the entire TCG membership including Elders, off-reserve members, and all other stakeholders;
 - provide overall leadership and management to assure that the TCG is well-respected, financially secure and efficiently run; and
 - be dedicated to protection of the culture, heritage and environment of the Tahltan people.

18: AD HOC COMMITTEE TERMS OF REFERENCE TEMPLATE

Terms of REFERENCE: [Example: Tahltan Central Government, Employment and Training Committee]

Background

[Provide a brief background and context to the issue, project or initiative that gave rise to the Committee]

Purpose and mandate

[Linking to the background section above, describe the specific purpose of the Committee, noting the corresponding Board resolution that created the Committee]

Composition and membership

[State the names of the Board members and consultants (if applicable) who will sit on the Committee]

Goals and Workplan

[State, in bullet form if possible, the specific goals of the Committee. For example, the development of an employment and training strategy for the Nation]

Role and Duties of Committee Members

[Identify the primary function of the Committee and what will be required of Committee members to carry out this function. For example, to oversee and approve the work plan, approve/accept deliverables etc.]

Duties of the Chair

[The Chair, if not the President, should be chosen at the first meeting of the Committee. In addition to the duty to report on the activities of the Committee at meetings of the Board, state the specific duties of the Committee Chair that are different from Duties of all Committee members]

Frequency of Meetings

[State how often the Committee will meet throughout its term]

Meeting Procedures and Decision-Making

[State how decisions will be made. For example, by majority vote, by consensus or other]

Agendas and Minutes

[Identify standing agenda items, who will be responsible for distributing agendas, timing of the distribution of the agenda, and how will be responsible for taking meeting minutes]

Budget

[Describe other TCG staff and affiliates who will provide support to the Committee, but will not be decision-makers]

Term of the Committee

[State length of the term of the Committee]

19: BOARD ORIENTATION CHECKLIST

This checklist is a general outline to guide the orientation of new members of the Tahltan Central Government Board of Directors. The Executive Director may modify this checklist from time to time to ensure that all new Directors are provided with the information necessary to fulfill their responsibilities.

Objective: Understand TCG's mission, purpose, goals, policies, programs, services, strengths, and needs.

Step one: Declaration Forms

- Review and sign Governance Policy and Manual Declaration Form
- Review and sign Director's Code of Conduct
- Review and sign Director's Oath of Confidentiality
- Review and sign Director's Business and other Interests Form

Step two: Understanding TCG

- Review of Bylaws
- Group overview of Governance Policy and Manual

20: BRIEFING NOTE TEMPLATE

BRIEFING NOTE

SUBJECT: [Main issue or subject of the briefing note]

DATE dd/mm/yy

REQUESTED BY [Insert Name, Title of the requestor e.g. Executive Director]

DRAFTED BY: [Insert Name, Title of the staff member]

PURPOSE: [Briefly describe the key purpose of the briefing note in relation to the key issue/subject]

DISCUSSION/BACKGROUND

- [Introduce the issue and provide relevant background information about the issue such as timelines, key players, major milestones or events that contributed to the issue/subject]

ANALYSIS

- [Discuss the strengths, challenges, risks, opportunities and potential impacts associated with the issue/subject, and provide an evaluation of the options available to address or advance the issue/subject]

RECOMMENDATIONS:

- [State the actions the Board should take to advance the issue/subject]

OR

CURRENT STATUS:

- [Provide a brief snapshot of the issue/subject today]

APPENDICES:

- [Itemize the reference documents attached to the Briefing Note]

21: BOARD STRATEGIC PLANNING SESSION AGENDA

This agenda is a general outline strategic planning session and may be modified by the Executive Director.

DAY 1:

Time	Agenda Item
9 :00 – 9:30	Introductions
9:30 – 10:15	Review of TCG history, purpose, mandate and organizational chart
10:15 – 10:30:	Break
10:30 – 12:00	Presentations from Department Directors
12:00 - 1:00	Lunch
1:00 – 3:15	Presentations from Department Directors
3:15 – 3: 30	Break
3:30 – 4:30	Situation Analysis

DAY 2:

Time	Agenda Item
9 :00 – 10:15	Strengths, Weaknesses, Opportunities, Threats (SWOT) analysis/ Key issues analysis
10:00 – 10:15	Confirm Vision, Mission, Values
10:15 – 10:30:	Break
10:30 – 11:00	Review of the existing strategic plan goals and priorities
11:00 – 12:00	Identify Strategic Priorities
12:00 – 1:00	Lunch
1:00 – 3:15	Identify Strategic Priorities
3:15 – 3: 30	Break
3:30 – 4:00	Summarize Strategic Priorities
4:00 – 4:30	Closing remarks

22: POLICY TEMPLATE

POLICY TITLE PAGE

TCG/[resolution #]

Approved on _____, 20XX

Revision #	Date of Resolution	Resolution #
1	dd/mm/yy	
2	dd/mm/yy	

1: EFFECTIVE DATE

1.1 Identify the date the Policy will come into effect [e.g. 1st day of January, 2021]

2: PURPOSE

2.1 Explain the purpose of the Policy:

- a. Purpose statement
- b. Purpose statement
- c. Purpose statement

3: APPLICATION

3.1 Explain who the policy applies to:

- a. Tahltan members
- b. TCG Directors
- c. TCG staff

4. AUTHORITY

4.1 Specify where the authority to implement the policy is drawn from, and the entity or individual (position within the TCG) that holds the authority:

- a. Tahltan law
- b. TCG Bylaw
- c. TCG policy
- d. Tahltan Governance Protocol (2015)

5. CONTEXT

5.1 Explain who the policy applies to and what authority the Policy draws upon.

6: OBJECTIVES AND EXPECTED RESULTS

6.1 Develop the policy statements, and statements which reflect the results the policy is intended to achieve.

7: ROLES AND RESPONSIBILITIES

7.1 Identify who is responsible for implementing the policy and their specific duties.

8. IMPLEMENTATION PROCESS AND PROCEDURES

8.1 Identify what steps the responsible parties will take to implement the policy.

9. REVIEW

9.1 Explain when this policy should be reviewed, if required.

10. SCHEDULES

10.1 Include lists or descriptions of information relevant to the policy.

23: REGULAR BOARD MEETING AGENDA TEMPLATE

Agenda of the Tahltan Central Government Board of Directors

Date:	MM/DD/YY
Location:	Community/City
Call-in details:	Phone number, Participant Code
Chair:	Name, Title
Minutes to be taken by:	Name, Title
Meeting documents and location:	TAB 1: Briefing Note X TAB 2: Technical Report X TAB 3: Resolution #X

1. Call to Order: [time]
2. Opening prayer:
3. Attendees:
4. Adoption of Agenda
 - **Motion** to approve agenda [as is or with update of new/old business]
 - Seconder
5. Approval or Correction of Minutes:
 - **Motion** to approve minutes [as is or updated minutes]
 - Seconder
6. Conflict of Interest Declaration:
 - Members disclose actual or potential conflict of interests
7. Update from the Executive Director:
 - **Presentation** of issue
 - **Discussion** [identify location of relevant documents for example, File Name and Document Name on the TCG google drive account]
 - **Motion** for resolution [identify location of relevant proposed resolution]

8. Update from Committees:

- **Presentation** of the issue(s)
- **Discussion** [identify location of relevant documents for example, File Name and Document Name on the TCG google drive account]
- **Motion** for resolution [identify location of relevant proposed resolution]

9. Update from Negotiation Team:

- **Presentation** of issue(s)
- **Discussion** [identify location of relevant documents for example, File Name and Document Name on the TCG google drive account]
- **Motion** for resolution [identify location of relevant proposed resolution]

10. Old Business:

- Review
- Action items

11. New Business:

- Review
- Action items

12. Announcements:

13. Schedule / Confirmation of Next Meeting:

24: TAHLTAN GOVERNANCE PROTOCOL (2015)

**TAHLTAN
GOVERNANCE PROTOCOL**

Among:

Tahltan Central Council

Box 69

Tat'ah (Dease Lake)

British Columbia

V0C 1L0

(the "TCC")

And:

Tahltan Band Council

P.O. Box 46

Telegraph Creek

B.C. V0J 2W0

And:

Iskut Band Council

P.O. Box 30

Iskut, B.C. V0J 1K0

(collectively the "Parties")

WHEREAS

- A. Tahltan Aboriginal title and rights are held collectively by all persons of Tahltan ancestry.
- B. The TCC is the successor entity to the Tahltan Tribal Council and the United Association of Tahltans, and represents all persons of Tahltan ancestry for the purpose of asserting and protecting Tahltan title, rights and interests to Tahltan Territory on behalf of the Tahltan Nation.
- C. The Tahltan Band Council and Iskut Band Council are bands under the federal *Indian Act*. The Bands receive funding from Aboriginal Affairs and Northern Development for the delivery of programs and services for band members.
- D. The Parties agree that the TCC is the proper entity, on behalf of the Tahltan Nation (all Tahltan people), to lead initiatives and negotiations with the Crown and third parties regarding consultation protocols, accommodation agreements, and other agreements or arrangements with respect to activities in Tahltan Territory in order to address and advance Tahltan title, rights and interests.
- E. The Parties agree that a strong and unified relationship will help to maximize opportunities for the Tahltan people, and maximize leverage of the Tahltan Nation in processes with the Crown and others.
- F. The Parties wish to establish the Tahltan Governance Protocol (“Protocol”) to strengthen and guide relations among the Parties as they fulfill their respective mandates, build unity and establish an effective relationship between the Parties, for the benefit of all Tahltan people.

THEREFORE THE PARTIES AGREE AS FOLLOWS:

Fundamental Principles

1. The Parties enter into this Protocol with a shared commitment to the following principles:
 - a) **Respect:** The Parties recognize that maintaining a respectful relationship is fundamental to the achievement of Tahltan unity, and effective and strong governance. The Parties commit to treat each other with dignity, being responsive to one another and mindful of each other’s respective mandate and internal practices and processes.
 - b) **Collaboration:** The Parties recognize that a collaborative working relationship is critical to achieving unity. The Parties commit to collaborate through the sharing of information, ongoing communications and dialogue, mutual support and the fostering of a team approach.
 - c) **Responsibility:** The Parties recognize their shared responsibility to work together in the best interests of the Tahltan Nation and all Tahltan people.

The Parties recognize that this requires active participation, effective communication, the exercise of discipline, loyalty to one another and to the Tahltan people, upholding and supporting each other's roles and mandates, fostering and maintaining a united front, and fulfilling the Party's respective commitments.

- d) **Vision:** The Parties have a shared vision and commitment to working together for the betterment of the Tahltan Nation and all Tahltan people.

Purpose

- 2. The purpose of this Protocol is:
 - a) to set out an interim approach, including principles and a framework, to support progressive and effective governance of the Tahltan, including establishing and maintaining an effective and collaborative relationship among the Parties;
 - b) to clarify decision-making processes;
 - c) to set out principles for establishing effective and accountable communication processes among the Parties; and
 - d) to enable a process for the resolution of differences of opinion, while upholding Tahltan values of respect, fairness, equality and unity.

Tahltan Leadership Forum

- 3. The Parties hereby establish the Tahltan Leadership Forum, comprised of:
 - a) the duly elected directors of the TCC; and
 - b) the duly elected council of the Tahltan Band Council; and
 - c) the duly elected council of the Iskut Band Council.
- 4. The purpose of the Tahltan Leadership Forum is to contribute to an effective and collaborative governance approach for the Tahltan and provide a forum for:
 - a) communicating and discussing issues and priorities in respect of effective governance and the Tahltan;
 - b) developing a strategic vision, including a mission, goals and values based on strategic vision;
 - c) discussing mandates and sharing information;
 - d) providing updates and opportunities for input and strategic direction on negotiations or other initiatives; and

- e) working together on common issues and resolving outstanding issues between the Parties.
- 5. The Tahltan Leadership Forum will meet as needed, and at least twice per year.
- 6. Each Party will bear its own cost to participate in the Tahltan Leadership Forum. The Parties will endeavor to secure resources to support and assist with the costs of the Tahltan Leadership Forum.

Tahltan Leadership Council

- 7. The Parties establish the Tahltan Leadership Council, comprised of:
 - a) the President and/or the Vice-President of the TCC;
 - b) two elected councilors of the Tahltan Band Council, which will include the Chief where possible; and
 - c) two elected councilors of the Iskut Band Council, which will include the Chief where possible.
- 8. The Tahltan Leadership Council will establish an annual meeting schedule, including at least one meeting per quarter, to:
 - a) provide updates and communicate on current issues and initiatives;
 - b) review and discuss progress on the implementation of this Protocol;
 - c) make recommendations to ensure successful implementation of this Protocol; and
 - d) where needed, resolve issues relating to the implementation of this Protocol.
- 9. Subject to the TCC being able to find and secure resources, travel expenses for participation in Tahltan Leadership Council meetings will be paid by TCC in accordance with TCC policies. Otherwise, each Party will bear its own costs to participate on the Tahltan Leadership Council.
- 10. The Tahltan Band Council and the Iskut Band Council will work collaboratively to support and implement the collective goals and purpose of this Protocol and, where feasible, will contribute resources to support the Tahltan Leadership Council governance development.

Meeting Notice

11. In convening meetings of the Tahltan Leadership Forum or the Tahltan Leadership Council, the TCC will endeavor to provide ample notice, and to accommodate participation by teleconference or videoconference, where appropriate.

Tahltan Negotiating Team

12. The Tahltan Negotiating Team may include the following members:
 - a) the President and Vice-President of the TCC;
 - b) the Chief of the Tahltan Band Council, or the Chief's delegate, who is an elected councilor of the Tahltan Band Council;
 - c) the Chief of the Iskut Band Council, or the Chiefs' delegate, who is an elected councilor of the Iskut Band Council; and
13. The Tahltan Negotiating Team members will each be responsible for reviewing information, providing input and recommendations, and raising any issues or concerns in a timely manner to support a successful negotiation process.
14. The President of the TCC will be responsible for communicating information back to the TCC Board about any consultations, negotiation or other initiatives involving the Tahltan Negotiating Team.
15. The councilors representing the Tahltan Band Council and Iskut Band Council on the Tahltan Negotiating Team will be responsible for communicating information back to their respective Councils about any consultations, negotiation or other initiatives involving the Tahltan Negotiating Team.

Decision-making

16. The President of the TCC is the spokesperson for the Tahltan Nation with regard to issues of Aboriginal title and rights, and works collaboratively with the Tahltan Band Council and Iskut Band Council in carrying out this role.
17. The TCC, working with the Tahltan Band Council and Iskut Band Council, will implement the decision-making framework set out in Appendix A.

Other arrangements

18. Where appropriate, the Parties, or any two of them, may enter into further arrangements with respect to developing and maintaining a cooperative working relationship among the Parties.
19. Where any of the Parties may enter into further arrangements, they will do so consistent with the principles set out in this Protocol.

Communications and Information Sharing

20. The Parties agree to open and transparent communications with each other on matters of mutual interest and concern.
21. Each Party agrees to provide timely notice on matters that could significantly impact the other Party, and to provide information to facilitate the opportunity for meaningful discussion and cooperation between the Parties.
22. To facilitate the commitments in paragraph 22, each Party will ensure that updates from the other two Parties are a standing agenda item on their respective meeting agenda, and each Party will make best efforts to participate in the other Parties' respective meetings in order to provide these updates.
23. The Parties agree to keep the affairs, business and information of the Tahltan confidential, and shall not disclose confidential information, except as reasonably required to provide information to membership or supporting organizations.
24. TCC will be responsible for community engagement and disseminating information to Tahltan people regarding any consultation, negotiation or other initiative involving the Tahltan Negotiating Team.
25. The Tahltan Band Council and the Iskut Band Council will facilitate information sharing with their respective band members regarding activities under this Protocol by providing information for inclusion in the newsletter, providing presentations at membership meetings, and holding workshops.

Dispute Resolution

26. Where a dispute arises between the Parties regarding the interpretation or implementation of this Protocol, the Parties agree that the dispute shall be referred to the Tahltan Leadership Council for resolution and that the Parties will endeavour to resolve any Disputes in a co-operative, effective and timely manner.
27. If a matter remains unresolved after being considered by the Tahltan Leadership Council, the dispute may be referred to the broader Tahltan Leadership Forum for resolution.
28. If a matter remains unresolved after being considered by the Tahltan Leadership Forum, the Parties may refer the matter to a facilitated or mediated process to assist the Parties to resolve the matter in dispute within 60 days, or such period as agreed to by Parties.
29. Each Party will bear its own costs to participate in any dispute resolution process under this Protocol.

Review

30. The Parties, primarily through the Tahltan Leadership Forum, will review this Protocol six (6) months from its effective date, and annually thereafter, with a view

to continually improving it to advance their shared commitments to strengthening their relationship, building Tahltan unity, evolving Tahltan governance, and working in the best interests of all Tahltan people.

Term

31. In the interests of working in the best interests of all Tahltan members, the Parties agree that this Protocol should continue until such time as it may be replaced by a new agreement of the Parties aimed at promoting the principles and purpose of this Protocol, or by a Nation Constitution.
32. Notwithstanding paragraph 31, any Party may terminate this Protocol with [45] days' written notice to the other Parties.
33. Where a Party seeks to terminate this Protocol pursuant to paragraph 32 as a result of a dispute in the interpretation or implementation of this Protocol, that Party shall first invoke the dispute resolution process set out in paragraphs 26 – 29 to allow opportunity for the Parties to attempt to resolve the dispute and avoid termination of this Protocol.

Amendment

34. The Parties may amend this Protocol, including the appendices, by written agreement.

25: BOARD MEETING MINUTES TEMPLATE

Meeting Minutes of the Tahltan Central Government Board of Directors

1. Call to Order: [time]

A [meeting type – regular quarterly or special] meeting of the TCG Board of Directors was held on [date] at [location]. The meeting was presided over by [Chairperson’s name (typically the President)], with [secretary’s name (typically the Executive Director)] as secretary.

1. Attendees:

Voting members present, voting members not present and guests in attendance were as follows:

	In Person	By Phone	Full attendance	Partial attendance	Not in attendance
[Name], President	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Vice-President	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Secretary-Treasurer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Carlick Representative/Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Cawtoonma Representative /Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Eth’eni Representative /Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Etzenlee Representative /Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Good-za-ma Representative /Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Ts’imgaltea Representative /Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	In Person	By Phone	Full attendance	Partial attendance	Not in attendance
[Name], Stikine Claw and Thicke Representative /Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Shukak Representative /Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Thud ga Representative /Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Dekama Representative /Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Executive Director/Secretary Delegate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Guest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Guest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
[Name], Guest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Approval of Minutes:

[A motion to approve the minutes of the previous [date] meeting was made by [name] and seconded by [name].

3. Conflict disclosure(s)

- Name of disclosing Director and description of real or perceived conflict
- Board direction following disclosure

4. Executive Director and Committee Reports:

[Report name] was presented by [name of presenter]

5. Resolutions:

Motion: [Insert resolution description]

- Moved by: [Name]

- Seconded by: [Name]
- The resolution was [accepted, approved, rejected, or tabled] with [number of Board members] voting in favor and [number] of Board members voting against.
- The reasons by Board members opposed were as follows: [Briefly, the concerns expressed by opposing Board members, and any key discussion points that lead the resolution to fail, be tabled to another meeting, or withdrawn]

6. Old Business:

- Review: [Reference to reports, briefing notes and attach to minutes]
- Action: [Briefly, the action items, if any, associated with old business]

7. New Business:

- Review: [Reference to reports, briefing notes and attach to minutes]
- Action: [Briefly, the action items, if any, associated with new business]

8. Announcements:

[Briefly, describe significant announcements and the name Board member making the announcement]

9. Adjournment:

[Name of mover (typically the Chair) moved that the meeting be adjourned, and this was agreed upon at [time of adjournment].

[Secretary Name, Position]

Date of Approval

Tahltan Central Government

26: BOARD RESOLUTION TEMPLATE

RESOLUTION NAME/SUBJECT MATTER and NUMBER:

DATE:

WHEREAS [...]; and

WHEREAS [...]; and

WHEREAS [...]:

THEREFORE BE IT RESOLVED THAT:

1. [Decision];
2. [Decision]; and
3. [Decision].

Motion moved by: [Director First and Last Name]

Second by: [Director First and Last Name]

Opposed: [Directors First and Last Name(s)]

Carried:

All Directors Named

27: TAHLTAN CENTRAL GOVERNMENT COMPLAINT FORM

In light of the potential impact on the TCG's resources and governance, potential broader impacts within the Tahltan Nation, and the personal and political considerations that may be present, complaints require a clear demonstration of reasonable grounds for a complaint, which includes a high degree of specificity and a reliable evidentiary framework, as well as a clear connection to the TCG's interest in Director accountability.

Please ensure when completing the form below that you include, at minimum:

- a. your full name and signature;
- b. full details of the alleged conduct, including:
 - i. what was observed or experienced;
 - ii. dates and times;
 - iii. witnesses, together with their contact information; and
 - iv. details of other available evidence (e.g. written or electronic records, photographs, etc.);
- c. the applicable TCG policy and provision you consider was violated by the Director(s)'s conduct;
- d. a detailed description of why you consider the Director(s)'s conduct to be in violation of applicable policies; and
- e. the full name and signature of a Tahltan adult as witness.

This form is intended as a formal record of complaint against TCG Directors. Records of all Complaint Forms, regardless of subsequent actions, are official TCG records and maintained by the Executive Director on behalf of the TCG Board of Directors.

Director in Question: _____ Date: _____

Complainant(s) First Name and Last Name: _____

Complainant(s) contact information: _____

Details of the Complaint:

In the space below, describe the details of the incident. Include dates, times, witnesses (if applicable) and other relevant facts about when the behavior or activity was observed or experienced. Include additional pages as necessary.

Further details are attached to this form

Nature of the Complaint:

- TCG Director's Code of Conduct Section/subsection:_____
- TCG Director's Oath of Confidentiality Section/subsection:_____
- Rules governing Conflict of Interest Section/subsection:_____

Name and signature of Complainant:

First Nation, Last Name (Please Print) _____

Phone number: _____

Email address: _____

Mailing address:

Signature: _____

Witness Information

To be completed by a competent Tahltan adult who was physically present and saw the Complainant sign this Complaint Form.

I, [first and last name], witnessed the signature of [first and last name of the Complainant]

Phone number: _____

Email: _____

Mailing address:

Signature: _____

*****For TCG Use Only*****

This complaint has been reviewed found to be of substantive and legitimate concern and therefore forwarded for consideration by the Board in accordance with section 7 of the TCG Governance Policy Manual.

Yes No

Nature of the Complaint:

- TCG Director's Code of Conduct Section/subsection: _____
- TCG Director's Oath of Confidentiality Section/subsection: _____
- Rules governing Conflict of Interest Section/subsection: _____

Remarks, recommended next step or disciplinary measure.

This complaint has been reviewed by the following parties.

Name	Name	Name
Position	Position	Position
Signature	Signature	Signature

28: ACCOUNTABILITY PROCESS WARNING NOTICE FORM

Director First and Last Name: _____

Date/Time of Violation: _____ Date of Warning: _____

Nature of the Complaint

- TCG Director's Code of Conduct Section/subsection: _____
- TCG Director's Oath of Confidentiality Section/subsection: _____
- Rules governing Conflict of Interest Section/subsection: _____
- first warning second warning third warning

Remarks:

Action Taken:

- Further details are attached to this form

I have read and understood the nature of this notice.

Authority's Signature:

Director's Signature:

FINANCE POLICY MANUAL

HUMAN RESOURCES POLICY