

## **Invitation for Expression of Interest Tahltan Nation Development Corporation (TNDC) Board**

TNDC is seeking an Expression of Interest from individuals to serve as Directors on TNDC's Board of Directors.

### **Background**

TNDC is a wholly-owned company of the Iskut Band, Tahltan Band and the Tahltan Central Government (the "Shareholders") and is the business arm of the Tahltan Nation. TNDC's mandate is to maintain a profitable organization while generating wealth, and economic, employment and training opportunities for the Tahltan Nation while following Tahltan values.

The Shareholders have asked the TCG's Executive Director, Calvin Carlick, to coordinate the gathering of Expressions of Interest for the currently vacant TNDC Board positions.

### **Application Process**

The following summarizes the application process:

- **Please submit your Expression of Interest in the form provided along with your resume by 6:00 pm on Tuesday, March 15, 2022.**
- Only those who submit an Expression of Interest will be considered (including existing Directors wishing to be reappointed).
- Applicants may be asked to attend an interview with the Shareholders.
- The Shareholders will make all final decisions on TNDC Board appointments.
- TNDC Board members are generally not individuals elected or appointed to a Tahltan political body.
- Directors typically serve a two-year term and may be reappointed for additional terms at the discretion of the Shareholders.

### **Assessment Criteria**

In nominating and appointing Directors, the Shareholders generally seek out candidates with the following skills, experience and attributes:

- seasoned business or professional experience in entrepreneurship, accounting, legal, environmental, human resources, finance, marketing, board governance and industry sector expertise;
- board experience at the policy making level in business, finance, or governance;
- willingness to devote the time required to carry out directors duties;
- expertise that is useful to TNDC and complimentary to the background and experience of the other directors;

- an understanding of Tahltan issues and culture, and experience in dealing with First Nations;
- expertise that is useful to TNDC and complimentary to the background and experience of the other Directors;
- sound personal and professional integrity, inquiring and independent mind, practical wisdom and mature judgment; and
- participate in regular communication and collaboration efforts between TNDC and the Shareholders for the benefit of the Tahltan people.

### **Roles and Responsibilities**

Each Director and the Board as a whole is responsible for:

- understanding and representing the interests of the Shareholders;
- adhering to all the TNDC Articles of Incorporation and all agreements, laws and policies that apply to TNDC, including the Code of Conduct attached as Appendix A;
- developing (with the CEO) a 3-year strategic plan and performance framework to monitor progress against the 3-year strategic plan;
- monitoring the overall performance of TNDC and the CEO to ensure that it is in line with the 3-year Strategic Plan, annual operating plan and budget;
- representing the TNDC in a positive manner to the public;
- making best efforts to adhere to Shareholders' formal resolution and recommendations with respect to development within the Tahltan Territory;
- providing support to the CEO as required in the negotiation of joint ventures and other business arrangements with other companies;
- regularly attending Annual General Meetings of TNDC;
- practicing risk management through the development of effective internal controls and policies;
- proactively communicating and maintaining a positive relationship with the Shareholders and Tahltan people; and,
- conducting or participating in periodic evaluations.

### **Contact and Submission Instructions**

If you are interested in serving on the TNDC Board or have questions, please direct enquiries and send your completed Expression of Interest form with supporting documents, including a resume, by **6:00 pm on Tuesday, March 15, 2022** to Calvin Carlick, Executive Director of the TCG at [executivedirector@tahtlan.org](mailto:executivedirector@tahtlan.org) or in person at the office of the TCG, Iskut Band or Tahltan Band.

## Appendix A: Directors Code of Conduct

### 1. Purpose

The purpose of this Code of Conduct is to inform Directors about their legal and ethical responsibilities to TDNC, and to define basic duties to guide their ethical behaviour. Nothing in this Code of Conduct removes or negates the obligations and duties of Directors under any statute or the common law.

### 1. General Duties:

This Code of Conduct requires Directors to:

- a. Protect the credibility and integrity of TNDC;
- b. Behave in a manner consistent with TNDC guiding principles;
- c. Refrain from being under the influence of alcohol, marijuana and/or drugs at any regular or special TNDC Board meeting;
- d. Publicly demonstrate support and acceptance of TNDC policies and decisions;
- e. Maintain the integrity, decorum and dignity of the TNDC and all of its businesses at all times;
- f. Utilize time and finances in the most effective, efficient and economical manner as possible;
- g. Speak and act toward each other and all TNDC staff with respect and dignity and deal judiciously, always mindful of one's individual rights and sensibilities. i.e., blow ups, foul language, avoidance;
- h. Always conform to the legal framework and reporting structures of the TNDC;
- i. Respect the confidential nature of information regarding Board business;
- j. To refrain from lobbying or other conduct in an effort to change the position of other Directors regarding Board matter;
- k. Refrain from making discrediting or disparaging statements or sharing personal opinions about the CEO and staff; and,
- l. Refrain from issuing public statements about TNDC policies or operations without prior approval from the Board.

### 2. Duty of Care

The duty of care is a legal standard that requires Directors to be honest, diligent, use common sense, make informed judgments, and reasonable actions.

### 3. Duty of Fair Dealing

Every Director will deal fairly with TNDC's Directors, employees, customers, suppliers and contractors. TNDC is committed to encouraging a work environment in which everyone is treated with respect and dignity. All Directors are to conduct themselves in a businesslike manner that promotes equal opportunity and prohibits discrimination, including harassment of any kind.

#### **4. Integrity of Records and Sound Accounting Practices**

- a. TNDC takes very seriously the accuracy of its financial records and statements. Accuracy and reliability in the preparation of business records is critically important to decision making and to the proper discharge of financial, legal and reporting obligations. All business records, expense accounts, invoices, bills, payroll, and employee records are to be prepared with care and honesty. False or misleading entries are not permitted.
- b. Directors may not use TNDC information obtained through their association with TNDC to further their private interests or the private interests of their friends or relatives, present or future employers, or clients who are competitors of TNDC or its subsidiaries.

#### **5. Use of TNDC Resources and Property**

- a. Directors are required to safeguard all TNDC resources and to use them for legitimate business purposes. Safeguarding includes protection against unauthorized or inappropriate use, access, or destruction—as well as protection from theft.
- b. Reasonable use of TNDC's telephones, computers, e-mail systems, or internet etc. by Directors while on TNDC business is allowed.
- c. Directors are eligible to receive any corporate discounts available to TNDC employees while on TNDC business.
- d. Additional considerations for Directors:
  - i. Copyright: Anything a Director develops, creates, or authors as a Director or Employee becomes the sole and exclusive property of TNDC;
  - ii. Right to Search: TNDC reserves the right to search its property to protect that property, information, or other assets and to maintain a safe work environment; and,
  - iii. Use of Technology: Directors are responsible for the efficient use of TNDC's technology and are required to avoid situations that may drain the productivity of these resources or result in increased costs. This would include unreasonable use of social media or technology.

#### **6. Impact of Non-Conformance**

- a. Any breach of the Director Code will be dealt with fairly and impartially by the Chair.
- b. Appropriate action, which could include loss of honoraria and/or travel reimbursement, a request to resign from the Board, or removal from office or services may be taken with any Director if the person's action is found to violate this Code.
- c. Conduct issues will be reported directly to the Board Chair.
- d. The Chair will decide the appropriate course of action regarding claims of Directors misconduct including but not limited to:
  - i. Addressing the issue with the Director;
  - ii. Deferring the matter to the Executive Committee, or another Board Committee;
  - iii. Deferring the matter to the Board;
  - iv. Engaging the services of a neutral third party to investigate the claim and make a recommendation to the Board regarding the appropriate disciplinary action it should take; and
  - v. Dismissing the claim.

**Expression of Interest  
Tahltan Nation Development Corporation (TNDC) Board**

Name: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Please discuss your relevant Board experience and Tahltan governance experience with accompanying dates:

Why are you wanting to join the TNDC Board of Directors?

Please discuss your level of involvement with the Tahltan Nation, specifically within the Tahltan Territory with accompanying dates:

What unique skills or otherwise would you be bringing to the TNDC Board of Directors that would support your application?

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