ST'ÁT'IMC

GOVERNMENT SERVICES

Board Governance Policy Manual

Adopted: May 30, 2013

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Introduction

The traditional governance of the St'át'imc was efficient, elegant, reflective of the St'át'imc's collectivist values, and based upon a shared leadership system that allowed the St'át'imc to continually transform, adapt and thrive on their lands since time immemorial.
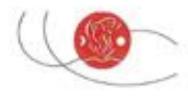
In 1998, the St'át'imc people gave the Chiefs the direction to work together to advance and protect St'át'imc Title and rights. Since this time, the St'át'imc Chiefs formalized as an unincorporated society called the St'át'imc Chiefs Council (SCC) to collectively work and advocate for the St'át'imc people and the land on various political issues. Today, the SCC remains entrusted to collectively ensure the Title and rights of the St'át'imc are never extinguished and territorial and cultural integrity is honored, respected and protected. The SCC is guided by the following vision:

> *The SCC is a unified tribal government rooted in*
> *Nxekmenlhkálha múta7 nt'ágmenlhkalha*
> *(Our laws and our way of life).*

The SCC established St'át'imc Government Services (SGS) on Jan 4, 2012 as a legal not for profit society to enable the St'át'imc to implement the BC Hydro Settlement Agreements for the benefit of the collective interests of the St'át'imc.

The mission of SGS is to:

> *Operate as an efficient organization that coordinates and provides advisory services,*
> *capacity building, partnership and relationship building, and cultivates opportunities*
> *in the areas of: lands and resource, heritage and culture, stewardship, Hydro*
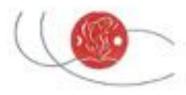> *relationship, education and training, and service delivery programs.*

Policy Manual Outline

This policy manual includes four primary areas of policies that the Board has developed to ensure that all aspects of governing are addressed:

1. How the Board governs itself – *Board Governance*
2. How the Board interrelates with operations through the Implementation Manager – *Board Relationship to IM*
3. How the Board interrelates with SGS members as owners of the society, and St'át'imc members (ucwalmicw) – *Board Relationship to Members and Ucwalmicw*; and
4. How the Board undertakes planning that is consistent with traditional processes and best practices – *Board Strategic Planning and Reporting*.

Finally, this manual has a definitions list that will allow readers to understand technical terms and ucwalmicwts (St'át'imc language).

This manual also has an accompanying orientation handbook that is intended to introduce and prepare new leaders to the traditional and contemporary leadership best practices. This handbook also has a long list of supporting documents that are recommended reading for new leaders.

Board Governance

Values & Principles

Preamble

SGS is owned by 10 members[1], as represented by each participating community's Chief and Council. Ten Board members, who are representatives of each community, lead SGS. The Board members govern by utilizing revitalized traditional cultural governance practices, known as nxekmenlhakálha lti tmicwa[2], that are still considered progressive and elegant.

St'át'imc traditional leadership practices are built upon transformational and shared leadership practices. This style of leadership recognizes members' interdependence to each other and the land, and respects the St'át'imc commitment to steward these resources for current and future generations according to nxekmenlhakálha lti tmicwa.

Traditional and contemporary goals were, and are, achieved according to the values outlined below.

SGS Values

Trustworthy & Ethical	SGS values respect, honesty and integrity; our stewardship values of tmicw (the land); the interconnectedness of our language, culture and heritage with the land; and the protection and sustainable management of our shared resources for future ucwalmicw (St'át'imc people of the land) by k'ul'tsam' (only taking what we need).
Community Centered	SGS values the needs and interests of ucwalmicw; respects our needs and rights (safety, education, health, dignity, and self-determination); and respects our history, our language and culture (knowledge, ucwalmicwts - language, and practices).

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[1] With an option for Lil'wat to join at anytime. See SGS incorporation documents.
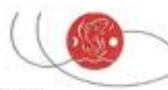
[2] The laws of the land as taught by our Elders.

Unifying	SGS values and strengthens our inter-relations, and the interdependence amongst our members, communities, nation, and our Creator.
Strategic and Competent	SGS is committed to life-long learning that improves individual and organizational capacity and standards, which is reflective of our traditional leaders' roles. Our leaders, at all levels, strive to be highly competent, skilled, adaptive, and innovative to meet evolving needs.
Sharing and Reciprocity	SGS brings together resources to undertake their work, and also to share responsibilities, resources, knowledge and information with the communities.

SGS Principles

Consistent with traditional St'át'imc leaders' principles, SGS Board member actions are measured against the following principles:

Strategic, Adaptive, Resilient and Sustainable	SGS operates with a clear mission, values, and knowledge-based strategy[3] that is innovative, strives for continual improvement, balances traditional t'akmin (ways), ucwalmicwts (language) and current best practices.
Competent	SGS demonstrates an ability to repeatedly achieve stated goals that benefit ucwalmicw, and builds individual, community, and organizational capacity.
Respectful, Fair and Equitable	SGS serves the ucwalmicw with a good heart and mind and ensures all ucwalmicw, communities, and leaders have a voice in shared decision-making that is fair and equitable, and consistent with St'át'imc and other legal frameworks.

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[3] That includes research on external conditions and the evolving needs, interests and goals of the communities and members.

	SGS respects and supports the roles and responsibilities of the communities, and demonstrates intergenerational respect and equity.
Spirituality and Culture	SGS ensures that St'át'imc spirituality and culture is respected and revitalized by incorporating them into all of its activities and actions.
Accountable and Transparent	SGS actions are ethical, honest, moral, disciplined, and are responsive to the needs, interests and goals of the communities and ucwalmicw.
	SGS undertakes activities consistent with approved policies, and in ways that are environmentally, culturally, and economically sustainable, and in doing so are accountable our childrens' children to steward the land and resources in a sustainable manner.
	SGS regularly reports to, St'át'imc communities and ucwalmicw, on all activities.
	SGS communicates with, and engages St'át'imc communities and ucwalmicw in a way that fosters a sense of identity, pride and healing.

Roles and Responsibilities

Preamble

Traditionally St'át'imc leaders served the ucwalmicw through shared leadership, which involved high levels of engagement with interdependent leaders, at all levels. Traditionally there was a more horizontal leadership style, rather than the hierarchical model promoted and used extensively in current western society where misuse of power is commonplace. For St'át'imc, hierarchical leadership was traditionally reserved for war and emergencies, while a horizontal shared leadership style was used for all other matters.
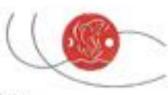
Shared leadership is consistent with St'át'imc collectivist values, and allows leaders to continually engage, unify, strengthen and transform St'át'imc society by engaging a wide range of interdependent community leaders, for example Elders, Councils, Family Heads, and Watchmen.

The effectiveness of this kind of sustainable traditional leadership was most notably recognized when St'át'imc leaders made difficult decisions using a traditional process that directly addressed concerns in a way that was 'hard on issues and soft on people'. These kinds of practices were passed on to future leaders through cultural practices and protocols that affirmed the values and acceptable processes for ethical leadership. Then, and now, outcomes from these kinds of ethical decision-making principles and processes result in better decisions that are logical, well respected, and role model ethical behavior for all ucwalmicw.

Today, the role of SGS leaders, consistent with traditional roles, is to engage interdependent leaders at all levels using a shared leadership style to hear, reflect upon, and understand the shared values, goals, needs, and interests of the ucwalmicw. Along with external environment data, this allows leaders to effectively lead, unify, strengthen, and transform[4]

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[4] Derived from transformational leadership that is consistent with ucwalmicw traditional leadership where *'leaders and followers make each other to advance to a higher level of moral and motivation.'*. Today, transformational leadership is recognized as having four different components that include: a communication

their communities, to operate ethically and strategically, and deal with issues while being gentle with each other.

Purpose of the Board

1. The Board is responsible for leading SGS through the development, implementation, and on-going monitoring of culturally relevant policies and regulations that build leadership and organizational capacity, and improve organizational performance to fulfill the SGS mission.
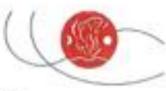
Roles & Responsibilities

2. To achieve this purpose, comprehensive policies will be developed to address the following areas:

   a. Governance and Monitoring

   The Board will develop comprehensive culturally relevant policies that identify how the Board will conduct business and monitor itself.

   b. Strategic Planning & Reporting

   To maintain accountability, the Board will ensure strategic planning is initiated three (3) months prior to the beginning of each fiscal year. The plan will be a rolling 3 or 5 year plan that will be renewed annually through the collaborative efforts of the Board and the Implementation Manager. Upon approval the annual plan will be shared in a

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focus that allows leaders to also provide support and encouragement to individuals to foster supportive relationships, and recognize unique contributions; leaders encouraging learning, innovating and adapting as needed; leaders establishing and communicating a shared vision that motivate members to achieve shared goals; and leaders serving as role models from their high moral character and deeds. Definition sources: Burns, J.M. (1978). *Leadership*. N.Y: Harper and Raw; and Bass,B. M,(1985). *Leadership and Performance*. N. Y.; Free Press.

timely manner with all SGS staff, Shareholders/St'át'imc communities, and strategic partners (as determined by the SGS Board).

The Board will work collaboratively with the Implementation Manager to develop and approve quarterly and annual reporting for Shareholders and ucwalmicw. The Board's annual report will be presented at the AGM, where all governance policies, meeting minutes, financial reports, and administrative policies are available for shareholders' reference to ensure transparency.

c. Selecting, Appointing, Managing and Monitoring the Relationship to the Implementation Manager
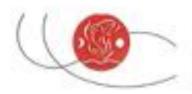
The Board will instruct the Implementation Manager in two ways: (a) a written annual strategic plan that describes what is to be achieved; and (b) written limitations describing which situations and actions are to be avoided. The Implementation Manager will then use careful, ethical, professionally sound, reasonable interpretation to effectively and efficiently implement the strategic plan.

d. Relationship to the Shareholders and Ucwalmicw

The Board will ensure it has developed communications methods within the annual plan. The Board may communicate with shareholders and ucwalmicw about approved decisions to support awareness and engagement.

Additional quarterly and annual communication methods will be determined in conjunction with the communities and may include regularly scheduled community meetings, social media (e.g. Facebook), community flyers, the SGS newspaper, direct emails, and the SGS website.

3. To fulfill their responsibilities, the Board may: establish committees; interact with St'át'imc communities, local, provincial and national groups; liaise and negotiate with third parties; and initiate media relations.
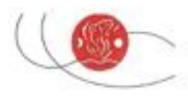
Chair

4. The Chair is nominated by the Board from amongst the Board members, and is responsible for:

   - Acting as the spokesperson for Board approved positions and policy;
   - Providing day-to-day support for the Implementation Manager that is consistent with approved policy and consistent with existing decisions;
   - Ensuring the Board follows and maintains its own rules and those outside rules that legitimately have an effect on SGS;
   - Leading in identifying legal issues and risks that may impact SGS, or SGS strategic direction and policy;
   - Collaboratively developing and approving SGS meeting agendas (including standing and rotating items[5]) with the Implementation Manager.

   The Chair may delegate his/her authority, but remains accountable for its use. The full Board is responsible to monitor the role of the Chair, and if the Chair does not fulfill his/her responsibilities it is the responsibility of the remainder of the Board to immediately draw attention to this. If the Chair continues to not fulfill his/her responsibilities the remainder of the Board must follow the *Discipline* section of the *Code of Conduct Policy.*

Treasurer

5. The Treasurer is nominated by the Board from amongst the Board members, and is responsible for:

   - Assisting with the preparation of the annual budget;
   - Assisting with quarterly and annual reporting;
   - Ensuring policies that safeguard the assets of SGS are effective;
   - Maintaining appropriate controls over the receipt and disbursement of SGS funds;

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[5] A detailed list of standing and rotating agenda items are attached as an appendix to the *Meeting and Agenda Setting Policy.*
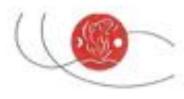
and

- Performing those functions delegated to him/her by the Board and/or Chair.

The full Board is responsible to monitor the role of the Treasurer, and if the Treasurer does not fulfill his/her responsibilities it is the responsibility of the remainder of the Board to immediately draw attention to this. If the Treasurer continues to not fulfill his/her responsibilities the remainder of the Board must follow the *Discipline* section of the *Code of Conduct Policy*.

Secretary

6. The Secretary is nominated by the Board from amongst the Board members, and is responsible for maintaining the integrity of the Board's documents by:
   - Ensuring sufficient notice of meetings is provided to Board members;
   - Ensuring meeting minutes are kept for all meetings (Executive, Committees, Regular, Special Meetings and AGM);
   - Ensuring meeting minutes are provided to Board members within 3 working days;
   - Ensuring meeting minutes for in-camera meetings are secured and kept confidential in a secure electronic filing system as privileged information;
   - Ensuring the filing of Board meeting minutes, and annual reporting with the BC Registry; and
   - Performing those functions delegated to the Secretary by the Board and/or Chair.

The full Board is responsible to monitor the role of the Secretary, and if the Secretary does not fulfill his/her responsibilities it is the responsibility of the remainder of the Board to immediately draw attention to this. If the Secretary continues to not fulfill his/her responsibilities the remainder of the Board must follow the *Discipline* section of the *Code of Conduct Policy*.

Code of Conduct

1. Professionalism
    a. Board members are expected to: participate in all meetings; respect other leaders' time and commitment by arriving to meetings on time; come to meetings prepared; and participate in all activities and undertake all responsibilities in a conscientious manner, consistent with traditional leadership practice and contemporary professional expectations of leaders.

2. Board Unity
    a. Traditionally, St'át'imc leaders were clearly committed to leading and speaking with one voice, and once a decision was made it was respected. Today, as a governing body the SGS Board speaks with one voice. Diversity of opinion is welcomed during discussions, and Board members may disagree on the outcome of decisions but must support the decision and the legitimacy of the process by which it was made to carry forward this important traditional practice of leadership. A Board member may let others know that they did not support the decision, however they cannot:
        i. Provide direction that is contrary to the decision;
        ii. Announce their own decision as being the Board decision; or
        iii. Direct those implementing the decision to disregard the decision.

3. Loyalty
    a. All Board members must be loyal to the collective interests of SGS. Board members affiliated with external organizations outside of SGS understand that their obligation as a Board member is to represent the interests of SGS, not to enhance or promote theirs or any other interests.
    b. Board members will take an active role in developing trust amongst each other.

4. Communications
    a. Board members will deal with each other, staff, ucwalmicw, and outside entities or individuals in a fair, open, honest, and respectful manner.

b. Consistent with traditional practice Board members will deal with issues, not personalities.

c. Board members will approach their work together in a collaborative manner by: openly sharing ideas and information; demonstrating appreciation for diverse points of view; and contributing to problem-solving by discussing solutions.

d. Board members will respect the right of all Board members to be heard, and will listen attentively to others.

5. Authority

Board members must act as a team, and do not have any individual authority other than that outlined in Board policies or other Board decisions.

a. Individual or groups of Board members have no authority to direct the SGS Implementation Manager or staff except as outlined in the policies.

b. Except for the authority granted to the Chair, or authority delegated from the Chair to other Board members, Board members have no authority to talk with the media, other external organizations, or the general public on the Board or SGS's behalf.

c. Board members will not make any judgment of the SGS Implementation Manager or staff performance unless that performance is assessed against specific Board policy or guidelines and is addressed through the Executive or through the annual review.

d. Board members will respect both approved signing authorities and approval processes (e.g. SGS Board motions, contracts, purchases and payments).

e. Board members shall not directly or indirectly use, or allow the use of SGS logos, equipment, vehicles, or property for anything other than official SGS business, or as authorized by approved SGS policy.

6. Standard of Care

a. Board members should exercise their powers honestly and in good faith, with a view to the best interest of SGS. Members should exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

7. Confidentiality

a. Board members have the responsibility for maintaining confidentiality. All information provided to, or accessed by, the Board is to be considered confidential until the Board as a whole grants approval for the information to become public knowledge.

b. Board members shall not use information obtained as a result of their appointed position for personal gain.

c. Board members shall not give out official and/or confidential information acquired as a result of their appointed position, unless they have the expressed written permission from the Board.

d. The duty of confidentiality remains even beyond a Board member's term.

B. Breaches

Failure of the Board members to abide by the Board policies, *Code of Conduct* or other policies, codes and guidelines shall be viewed as a breach of appropriate ethics and as such, is subject to discipline. Such discipline, as administered by the remaining Board members, may be in the form of a verbal warning, formal letter of reprimand, removal from committees or Boards, or suspension with or without Board member remuneration.

The majority of the remaining Board shall determine the level of discipline, except in the case of suspension, involuntary termination and the request for resignation, in which case the consensus of the remaining Board shall be required in the form of a recommendation to the shareholders.

Just cause for discipline shall include, but not be limited to, the following:

a. General and personal conduct within St'át'imc communities and outside St'át'imc communities (e.g. obscene language, violence, use of excessive alcohol or use of drugs);

b. Failure to attend meetings, or unbecoming participation at meetings;

c. Dishonesty (e.g. theft, intentionally providing misinformation);

d. Failure to disclose a known conflict of interest;

e. Insubordination (refusal to follow the direction of the Board);

f. Personal or sexual harassment of employees, community members or any other persons;

g. Disclosure of confidential information;

h. Conviction of an indictable offense (just cause for immediate termination).

The process of discipline shall, where Board members consider it to be appropriate, be progressive in nature and always administered in a fair and reasonable manner.

9. Procedure

The Board will:

a. Formally commit to observing the policies it sets (e.g. sign off);

b. Enforce the policies when violated by Board members; and

c. Support those enforcing the policies if a Board member is disciplined using a restorative discipline approach, where possible.
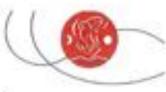
10. Gifts

a. Gifts Of Protocol/Custom/Courtesy

Board members may accept gifts that are offered according to protocol, custom, or as a courtesy when they are performing Board responsibilities. Gifts of protocol/custom/courtesy are defined as being non-monetary items that are:

i. Nominal in value (e.g. such as tobacco);

ii. Clearly associated with the individual Board member's presence/service (e.g. speaking engagement);

iii. Usually coming from a source that SGS does not have a commercial/business relationship with (e.g. universities, conferences, celebrations);

iv. Made by the donor without any further expectation; or

v. A small monetary gift intended to reimburse the Board member for travel costs that are not already covered by SGS.

These types of gifts do not need be declared, and can be retained by the individual Board member for personal use.

Nominal gifts may be accepted, however if gifts are repeatedly offered and the cumulative value of gifts exceed $100.00 these gifts shall be deemed an official gift, must be declared and utilized in the manner outlined in 'official gifts'.

b. Official Gifts

Official gifts may be made in recognition of SGS, or SGS's service. Official gifts may be provided to an individual Board member as the representative of SGS, on behalf of SGS as an organization.

All official gifts must be declared and brought to the SGS office at the earliest convenience for SGS use, or, as determined by the Board, utilized in a manner that provides benefit to an acknowledged SGS function (e.g. community event, program).

c. Declining Gifts

Despite any good intentions behind the offering of a gift of protocol/custom/courtesy, an official gift, or business gift may:

- Be construed by an impartial observer as a bribe, pay off, influence over decision-making, or improper or illegal payment;
- Compromise SGS's image or values;
- Come from a questionable source (e.g. illegal); or
- Expose SGS to liability that could not be managed.

The Board member is obligated to respectfully decline these kinds of gifts and report the situation/incident to the Board.

If a Board member accepts a gift, but the Board as a whole later determines that the gift is inappropriate, the Board will determine how best to dispose of the gift, which may include returning the gift.

Conflict of Interest

1. Conflict of Interest

A Board member holds a position of trust. As such there is an obligation for members to avoid conflicts of interest, real or apparent. Each member has the responsibility first and foremost to SGS.

A conflict of interest arises when a Board member's personal, business and/or other positions' direct or indirect interests[a] compete with, or supersede his or her dedication to the interests of SGS. Conflicts of interest may be apparent or real. These are equally undesirable.

A real conflict of interest occurs when a Board member fulfills an official function and, at the same time, knows that in doing so there is an opportunity to obtain a personal or other benefit for the member, a relation or association where potential conflict may exist, or any other organizations the member represents.

An apparent conflict of interest exists when there is a reasonable perception on the part of well-informed persons that a Board member is in a conflict of interest.

a. To avoid apparent or real conflict of interest Board members shall:
   i. Openly declare if they find themselves in a real or apparent conflict of interest.
   ii. Bring to the attention of the Board if a member is in apparent conflict of interest and participate in planning to mitigate any risks. If there is doubt regarding whether or not a conflict exists, legal advice may be sought.

b. If apparent or real conflict has been declared, a Board member will:

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[a] A direct interest is a reasonable likelihood that the circumstances of the Board member would be directly altered if a matter is decided in a particular way where the individual would receive a direct financial benefit or loss. An indirect interest is a close association, indirect financial interest, conflicting duty, receipt of an applicable gift, or becoming an interested party.

i.   Address the issue by declaring the facts of the issue then remove him/herself from the room where discussions are taking place;

ii.   Not discuss the issue with other Board members or attempt to influence a Board decision;

iii.   Not have access to applicable Board information related to the decision;

iv.   Not return to the Board table until after voting has been completed, thus abstaining from the vote; and

v.   Ensure that the declaration of conflict of interest is noted in the meeting minutes.

c.   Where a Board member has left the table due to a real or apparent conflict, the Chair will reassess whether a quorum is still present, and proceed accordingly.

d.   Board members shall not utilize their position on the Board as part of professional networking where the intent is to gain advancement for themselves, any member of their immediate family, or any other organizations the member represents.

Upon becoming a member of another Board, committee, organization or other type of group, the Board member will disclose the involvement to the rest of the Board. At that time the Board will determine if there are any situations that may arise where such membership may constitute a real or apparent conflict.
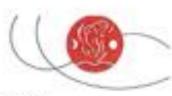
Issue Resolution

Background

Traditional St'át'imc issue resolution processes can be summarized through the following steps and principles:

- Allow adequate time for issues to be fully discussed;
- Provide those in the dispute with support (e.g. joined by family members, represented by a spokesperson);
- Utilize third parties to hear and discuss the issue before options for resolution are presented;
- Allow those in the dispute to present additional options for resolution and then choose the avenue of resolution, versus having a resolution imposed on them; and
- Connect with the parties involved after the resolution process has been completed to see how they are doing.

Resolution was approached in a conciliatory, not punitive, way; an approach now known as restorative issue resolution.

Policy

1. SGS will make a restorative-based issue resolution process available to SGS Board members, staff, shareholders, and ucwalmicw who feel that:
   a. A policy has been incorrectly/inconsistently applied;
   b. Full and known information was not adequately considered during a decision; and/or
   c. They have been unfairly or unjustly treated.

2. A person/group can access SGS's restorative-based issue resolution process without fear of retribution.

3. The availability of the restorative-based issue resolution process no longer applies if:

SGS Chair's Initial

a. The appellant to the dispute fails to follow the steps of the process (e.g. bypasses a step);

b. Either party retains legal counsel to resolve an issue; or

c. Either party refers the matter in dispute to a court or other competent jurisdiction.
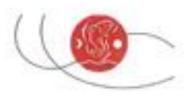
Issue Resolution Policy Appendices

A.   Goals

1. The first goal is to actively prevent issues from arising through:
    a. Proper development, consistent use of, and regular monitoring of policy;
    b. Clear documentation and communication of expectations (e.g. strategic objectives) and limitations; and
    c. Actively incorporating St'át'imc values into all aspects of SGS's operations and engagements.

2. Where issues do arise, the goal is to first utilize a restorative-based approach (e.g. one that strives to establish, maintain and repair relationships through acknowledgement of shared accountability[7]), as opposed to engaging in processes that use the power or rights of one group against the other. The purpose of taking a restorative-based approach is to:
    a. Treat parties in a fair and respectful manner;
    d. Lead to better quality decisions (creative and durable with a high percentage of conformance);
    e. Have greater satisfaction between parties (participants are active in shaping the solution vs. being a bystander that has lost control of the process);
    f. Preserve long-term relationships (win-win vs. win-lose solutions are sought) and restore unity;
    g. Understand how similar dispute can be avoided in the future; and
    h. Reduce costs (monetary and time costs of litigation can be high).

3. Where restorative-based approaches do not yield resolution, a rights-based approach may be used, which may involve seeking legal counsel to determine each party's rights.

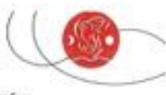[7] http://www.transformingconflict.org/content/restorative-approaches-0

B.   Application

1. The objective of this process is to provide a genuine method of inquiry to remedy a valid grievance held by SGS or against SGS.

2. This process is available to SGS, board members, staff, shareholders, and ucwalmicw.

3. This process may be utilized where a person believes that:
    a. A policy has been incorrectly / inconsistently applied;
    b. Full and known information was not adequately considered during a decision; and/or
    c. They have been unfairly or unjustly treated.

4. The availability of the restorative-based issue resolution process no longer applies if:
    a. The appellant to the dispute fails to follow the steps of this process (e.g. bypasses a step);
    b. Either party retains legal counsel to resolve an issue; or
    c. Either party refers the matter in dispute to a court or other competent jurisdiction.

C.   Steps

Issue Resolution Step 1: Direct Discussion

1. If an action is taken that is the cause of concern, the first step is to raise the matter directly with the person involved. Where possible, the appellant should raise the issue by detailing the concern in writing, and note how the person involved should make contact with the appellant. If the parties agree to discuss the concern, Item J below can be utilized to facilitate the discussions.

2. The appellant should document any discussions that take place, including the response that is given.

3. If the appellant is not satisfied with the response received, follow the steps below for making an appeal.

4. If there is a legitimate reason why the appellant cannot directly raise the matter with the person involved (e.g. alleged harassment, fear of reprisal), move directly to the appeal stage.
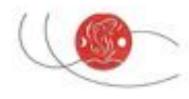
A. Issue Resolution Step 2: Appeal

1. Appeals must be made in writing. Appeals should include (as relevant):
   a. The nature of the concern
   b. Who the concern involves (e.g. staff member, board member)
   c. When the issue arose (e.g. dates, application phase)
   d. How the appellant would like to be contacted (e.g. phone, email)
   e. Whether and why the appellant thinks the concern requires emergency action.

2. A person must appeal on his/her own behalf. Appeals by family members or other third parties will not be considered. However, the appellant may solicit a community spokesperson that is not in a conflict of interest to speak on the appellant's behalf or to provide support to the appellant.

   Appeals must be submitted as follows:

Issues Involving:	Submitted to:
Staff member (other than the IM*)	IM
IM	Chair of the Board
Board Member(s)	Appointee of the Board members (the Chief and Council of the community the Board member is from)

3. Appeals must be made within a timely manner, as per Sections 6 - 8, and as summarized in Section 9.

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* Implementation Manager

4. The stages of appeal that are available include:

Issues Involving:	First Level of Appeal	Second Level of Appeal	Final Level of Appeal
Staff member (other than the IM)	✓ (IM)	✓ (Board Executive)	✓ (Board as a whole)
IM	✓ (Board Executive)		✓ (Board as a whole)
Board Member(s)	✓ (Board Executive or remainder of the Board Executive)	✓ (Remainder of the Board as a whole)	✓ (Chief and Council that appointed the Board member)

B. First Level Of Appeal

1. Appeals made under Issue Resolution Step 2 should be submitted within a timely basis. There is recognition that Issue Resolution Step 1 may take some time, and all efforts should be made to try to resolve issues at that stage. However, for an issue to be fairly addressed in one of the appeal stages, the issue should not have a lengthy history. There is no limit to when an appeal can be filed under Issue Resolution Step 2, but as a guideline, issues should not have a history exceeding one month.

2. Within 3 business days of the appeal request being submitted, the position/body receiving the appeal will provide written acknowledgement of receipt of the appeal, as well as information on what course of action will be taken to deal with the concern.

3. A review of relevant documentation will take place, and the position/body receiving the appeal may request a meeting (in-person or via phone) to discuss the issue.

4. Where a meeting takes place, the restoration-based framework in Item J below will guide discussions.
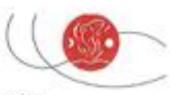
SGS Chair's Initial

5. The position/body receiving the appeal has the discretion to include other people in the discussions, as relevant and as confidentiality allows.

6. The position/body will communicate when his/her/their findings can be expected.

7. A decision by the position/body will be made no later than 10 business days after receipt of the appeal has been acknowledged. The decision will be provided in writing to the appellant by way of the most efficient means possible. A copy of the decision will be provided to all positions/bodies in the organizational chart who are above that of the one making the decision.

8. If the appellant is satisfied with the findings of the position/body, the issue will be considered resolved and closed.

9. If the appellant is not satisfied with the findings of the position/body and the appellant wishes to further pursue the issue, the appellant can elevate the issue to the next level of appeal where such a level exists according to Item D above. Requests for the next level of appeal must be made within 10 business days of receiving the First Level of Appeal findings.

C. Second Level Of Appeal

1. During the Second Level of Appeal, the same process and timelines as the First Level of Appeal apply.

2. If the appellant is not satisfied with the findings of the position/body and the appellant wishes to further pursue the issue, the appellant can elevate the issue to the next level of appeal where such a level exists according to Item D above.

D. Final Level of Appeal

1. Where an issue has evolved through a First of Second Level of Appeal, requests for the Final Level of Appeal should be made within 10 business days of receiving the last stage's findings.

2. Where the Final Level of Appeal is the only stage available to the appellant, appeal requests should be submitted within a timely basis. There is recognition that Issue Resolution Step 1 may take some time, and all efforts should be made to try to resolve issues at that stage. However, for an issue to be fairly addressed as an appeal, the issue should not have a lengthy history. In this case, there is no limit to when an issue can be brought to the Final Stage, but as a guideline, issues should not have a history exceeding one month.

3. Once the appeal request has been submitted, within 3 business days the body to which the appeal has been submitted will provide written acknowledgement that the appeal has been received.

4. Within 5 business days of the acknowledgement being sent, the appellant will be invited to a meeting (in-person or via phone) with the Final Level of Appeal body.

5. The Final Level of Appeal body has the discretion to include other people in the discussions, as relevant and as confidentiality allows.

6. The Final Level of Appeal body will submit a written report on the appeal to the appellant within 15 business days of the (first) meeting being held. The decision will be provided to the appellant by way of the most efficient means possible. The Final Level of Appeal body will retain a copy of the report on file.

7. The decision of the Final Level of Appeal body is final and binding on the appellant, unless the appellant chooses to pursue legal avenues for further resolution.

E. Time Limits

1. Time limits for investigating and dealing with grievances have been set to ensure that all parties are treated fairly and with respect. Such time frames will be strictly adhered to unless:

    a. They are extended with the agreement of all parties involved; or

    b. Time is of the essence (e.g. emergency situations, contracts or employment could be affected). In this case the parties will be respectful of revising timelines accordingly to make all efforts to resolve the issue within the time allotted.

2. Summary of time limits

File Appeal Within:

   - No time limits, but 1 month is provided as the suggested guideline.

	Acknowledge Receipt of Appeal Within:	Meeting Held Within:	Findings Rendered Within:	Issue Elevated to Next Level Within:
First Level of Appeal	3 business days	5 business days after the acknowledgment has been sent, if a meeting is called	10 business days after receipt of appeal is received	10 business days of findings being received
Second Level of Appeal				
Final Level of Appeal		5 business days after the acknowledgment has been sent	15 business days after the (first) meeting is held	N/A

F. Precedence

1. When a position/body receives a First Level of Appeal request (or Final Level of Appeal request where that is the only level available) that is very similar to a previous appeal for which a decision has been rendered, the position/body has authority to implement the same decision for the new, similar appeal without first going through the above process.

2. Any appeals that a position/body deals with in this way will be provided to all positions/bodies in the organizational chart who are above that of the one making the decision immediately after the decision is rendered.

3. An appellant retains the right to appeal a decision of precedence. Where there is a higher stage of appeal available, the appeal will be heard by the next available position/body. Where there is only the Final Level of Appeal available, the Final Level of Appeal body will hear the appeal.

4. A position/body has the authority to make a decision of precedence, but is not obligated to do so. When considering whether to make a decision of precedence, the appeal position/body will consider whether precedence is still relevant. Precedence may be irrelevant for reasons including, but not limited to:
    a. Changes in policy;
    b. Changes in internal or external conditions (e.g. financial, social, cultural, environmental, regulatory); and
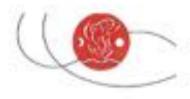   c. Errors made during past decisions.

G. Restorative-Based Issue Resolution Tools and Meeting Guidelines

The tools[†] available in the restorative-based issue resolution process include:

a. Restorative enquiry – active, non-judgmental listening;
b. Restorative discussion – expressing and listening for feelings and needs, and understanding why each party has acted the way they have;
c. Impartial mediation – where both parties believe the other is the cause of the issue, helping both sides consider the problem as a shared one that needs a joint solution;
d. Restorative conference – where one party acknowledges they have caused harm to another person, and both sides agree to see how the matter can be set right to the greatest degree possible;

Any and all of these tools may be used, as appropriate, in the meetings held prior to or during the appeal stages.

[†] http://www.transformingconflict.org/content/restorative-approaches-0

Issue Identification and Scoping
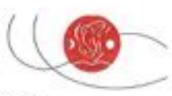
1. Initial Meeting of the Relevant Parties
   a. Gather together the appeal body, parties to the dispute[19], and supports (e.g. family members, spokespersons).
   b. As needed and appropriate, utilize technical assistance (e.g. board chair, operational staff, neutral facilitator/mediator).
   c. Conduct meeting(s) with all relevant parties to allow the parties in dispute to:
      i. Summarize their understanding of the facts related to the issue; and
      ii. Identify their respective needs.
   d. An attempt will be made to gain a common understanding of the facts of the issue and each party's needs (e.g. comparing and analyzing the information for areas of similarity and difference).
   e. If there is not a common understanding of the facts, work will be done to address informational and interpretation issues. This may include engaging an independent person to interpret the information.
   f. If there is a common understanding, move to next step.

Redefine, Negotiate, Agreement and Ratification

2. Areas of Agreement
   a. For those areas where the parties' needs are similar, a list of possible methods to implement the needs will be mutually developed by the appropriate people from each party. The appeal body may offer additional methods of implementation.
   b. The parties to the dispute will be encouraged to choose the methods that they wish to see implemented. These methods will be scheduled for implementation.

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[19] Where possible, both parties to the dispute will be present. However, there may be instances where separate meetings are held with each party to the dispute (e.g. to maintain the appellant's sense of safety).

c. The parties will then assess whether, given the implementation of the areas of agreement, any areas of difference are still relevant and still require resolution. If not, both parties will sign a letter of agreement and the issue will be considered resolved.

d. If further resolution is still required, move to next step.

3. Areas of Difference

a. Each party will have the opportunity to comment on the other's needs (comments may include questions for further clarification, perceptions about the needs, how the needs might be addressed, feasibility of ways to address the needs, feasibility of methods of implementation, etc.).

b. Each party will have the opportunity to amend their needs based on the input heard.

c. If amendment leads to agreement about the interest it will be processed through the methods outlined in Item 2 above.

e. If no amendment is made and the issue still exists, the appeal body will decide on the methods of resolution. If one of the parties to the dispute does not accept the decision of the appeal body, the issue moves to the next level of appeal. If the issue still exists after the Final Level of Appeal, the issue is considered closed unless legal recourse is pursued.

Re-affirmation

4. Post-Process Connection

a. One month after the resolution process has been completed, a representative of the appeal body will check-in with the parties to assess whether the implemented methods of resolution are effectively addressing their intended goals. This final step is equally about monitoring implementation as it is about ensuring relationships and unity has been restored.
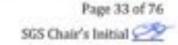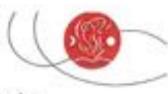
Meeting and Agenda Setting

1. The Board will meet a minimum of once every three months.

2. Additional meetings can be held to complete regular business, or for special items requiring significant time for discussion.

3. The Chair may also call emergency or special meetings anytime, and must do so if requested by a majority of the Board.

4. Each Board member must be provided with a minimum of 10-business days notice for all meeting dates (new and rescheduled), times and locations, unless all Board members unanimously waive such notice.

5. Board members are expected to: participate in all meetings; respect other leaders' time and commitment by arriving to meetings on time; come to meetings prepared; and participate in all activities and undertake all responsibilities in a conscientious manner, consistent with traditional leadership practice and contemporary professional expectations of leaders.

6. Each meeting will begin with a brief acknowledgment of the SCC Vision, the SGS Mission and Values, the Board Code of Conduct, and Conflict Of Interest.

7. Attendance at regularly scheduled meetings is mandatory. On exceptional occasions when a Board member must miss a meeting, the Board member should provide notification no less than five days in advance, except in emergency situations. Unless a valid reason for absenteeism is provided, an absent Board member should be recorded as being absent without cause.

8. Members who are absent without cause for more than two meetings are subject to discipline (see *Code of Conduct Policy*).

Chairing of Meetings

1. The Board selects its Chair from amongst its members.

2. Each meeting must have an assigned Chairperson.

3. If the designated Chair of the Board is unable to chair a meeting, it is the responsibility of the Chair to ensure a member of the Executive Committee fills the role. If the Chair is unable to chair more than three meetings the Board will review the Chair position and appoint a new Chair.

4. Consistent with traditional knowledge, it was the people who discussed and arrived at decisions on issues, and the leader's role was to announce the decision. In the context of the Board therefore, Board members take the lead role in discussion, while the Chair's primary role is to facilitate discussion. However, to acknowledge the skill and knowledge held by the Chair, the Chair may also take part in discussions and vote.[11]

Quorum

1. Quorum is established with 2/3rds of the Board being present at a meeting.
2. A quorum is required to conduct official Board business.
3. If a quorum has not been obtained within 15 minutes of the scheduled meeting time, the Board may either adjourn the meeting until the next schedule time, or continue meeting to discuss and debate issues but not make decisions. Any recommendations from meetings where quorum is not established must be presented for consideration and voting by the Board at the next subsequent meeting.

Rules of Order

1. The Chair is guided by *The Modern Rules of Order*.[12]

Rules of Debate

Diversity of opinion and debate is welcomed as part of the Board's deliberations. To facilitate constructive debate, but come to decision in a timely manner, the following rules of debate will be utilized:

1. All remarks should be addressed to the Chair;
2. The Chair may set a targeted discussion time period for each agenda item, or may leave the time period open allowing as much time as needed for the Board to arrive at a decision;
3. Discussion will be focused on the agenda item;

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[11] Wa7 kelh ka-qwal'ita móta7 ka-ëwcala lki sgiw'psa i St'at'imca Kakúkwpi7. Wa7 kelh ka-ull'ushca ta qwalotcitamorwitsa lki tákama sziyteni lbwas gow'p i St'at'imca Kakúkwpi7

Translation: The spokesperson can take part in the discussions and can vote. From Nx̱ékmens i St'at'imca, Article

[12] The Modern Rules of Order: A Guide for Conducting Business Meetings. Tortorice, Donald A.2007, 3rd Edition.

4. If the Chair considers any remarks to be improper (e.g. personally directed vs. issue directed), the Chair will intervene.

5. The Chair will ensure that all Board members have the opportunity to speak, and may delay Board members from speaking multiple times on an issue before all Board members wishing to speak have had a first chance to comment.

6. If there are clearly "for" and "against" Board members on a particular issue, the Chair will attempt to alternate these Board members on the speakers list to balance the discussion.

7. When developing a speaker's list, the Chair will place him/herself at the end of the speaking rotation.

8. When the Chair decides that there has been sufficient discussion (e.g. no new information being raised), the Chair will summarize the discussion and suggest dismissal or recommend that a nxukmun (decision) be made.

Decision Making Procedures

1. The Board combines consensus and majority nxukmun processes when discussing an issue. Consensus is sought for all issues through the use of thorough discussion.

    a. Where consensus is reached, the nxukmun is recorded in the minutes.
        i. Consensus can be demonstrated informally by the Chair verbally confirming the "will of the group", or formally through by voting by way of a show of hands.
        ii. Where consensus cannot be reached, then voting by way of a show of hands will be used.

    b. The call for a nxukmun to be made can be made informally through a question called by the Chair, or formally through a written summary that includes:
        * Who is recommending the nxukmun;
        * What is being proposed;
        * Why it is being proposed;
        * Who will be responsible for implementing and reporting back to Board on the decision; and
        * How the proposed activity will be resourced (human and financial resources).

    c. Formal written calls for a nxukmun are only required for substantive issues.
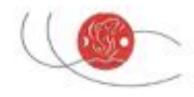
2. A nxukmun will only be revisited in the event that:
   a. New information, of significant substance, comes forward;
   b. The environment, conditions, or assumptions that the nxukmun was based on significantly changes;
   c. The nxukmun becomes inconsistent with future strategic planning, or the SCC Vision, and SGS Mission and Values; and/or
   d. Implementation of the nxukmun proves to be counter to, or detrimental to: the issue that the nxukmun was meant to address; or to other aspects of the Board, or SGS.

3. Board members may disagree on the outcome of a nxukmun but must support the legitimacy of the process by which it was made. A Board member may let others know that they did not support the nxukmun, however they cannot:
   a. Provide direction that is contrary to the nxukmun;
   b. Announce their own views as being the Board's nxukmun; or
   c. Direct those implementing the nxukmun to disregard the decision.

4. A Board member that has voted against a motion will not be selected as the spokesperson to communicate the Board's nxukmun to external organizations.

Levels of Nxukmun

1. Nxukmun of the Board can be categorized as either procedural or substantive.
2. Substantive issues brought forward will include, but are not be limited to:
   a. New policy adoption and/or changes that affect the original spirit and intent of existing policy;
   b. Budget allocations and major budget amendments (variances of >30% or $200,000.);
   c. Major expenditures and project commitments over $200,000;
   d. Legal issues; and
   e. Annual Plans.
3. Other issues can be defined as substantive with the majority consent of the Board.
4. Nxukmun related to substantive issues require support of 2/3rds of the Board members in attendance.

5. The Board's processes for arriving at a nxukmun will adapt according to the scope and weight of the issue being considered. Appropriate time, consideration and due diligence will be afforded to ensure nxukmun are made in the most effective and efficient manner. This includes ensuring the Board is informed with the best information possible, and that the communities or organizations affected/impacted are respected.

Appendix A: Agenda Format

SGS Board of Directors

Board Meeting

(insert date)

(insert location and times)

Agenda		
Agenda Items	Purpose	Time Allocated
1.0 Item(s), any reference documents, and lead presenting.	(information, decision, etc.)	5:00 pm – 5:15 pm
2.0		
3.0		

Approved By:

Approval Date:

Appendix B: Standing and Rotating Agenda Items

Standing Agenda Items:

1.	Review of Mission, Mandate, Code of Conduct and Conflict of Interest
2.	Agenda Review & Approval
3.	Approval of Meeting Notes from Prior Meeting
4.	Committee Reporting (standing and ad-hoc)
5.	Business Arising (old agenda items) a.
6.	New Business (new agenda items, including any community / Elder[13] concerns) a.
7.	Ending Items (e.g. announcements, meeting summary, summary of IM actions, next meeting date)
8.	Adjournment

Rotating Agenda Items:

May	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr
Exec	**Exec**	**BoD**	**Exec**	**Exec**	**BoD**	**Exec**	**Exec**	**BoD**	**Exec**	**Exec**	**BoD**
Audit prep		Policy Review						Policy Review	SCC/ SGS Budget Review	Strategy Mtg	
Cmty Mtg[14]	Cmty Mtg	Cmty Mtg	Cmty Mtg	Cmty Mtg	Cmty Mtg	Cmty Mtg	Cmty Mtg	Cmty Mtg	Cmty Mtg		
St'at'imc Gathering	St'at'imc Trust AGM				AGA		Mission, Van Mtgs			Cmty's Year end	

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[13] Elders or guests speakers to the Board will be given priority on the agenda.

[14] Community meetings are: Meetings that are conducted by the Board for each community by 1-2 of the Executive, and the IM or Relations Manager; and away from home meetings where large populations of St'at'imc members reside (Mission and Vancouver).
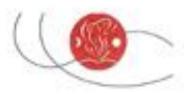
Any funding or financing agreements will be added to the rotating schedule, based upon the specific dates for reporting of each respective agreement.

Cost of Governance

Since poor governance costs more than learning to govern well, the SGS Board will invest in its governance capacity. Therefore:

1. Board skills, methods, and support mechanisms will be sufficient to assure strong and effective governance. To achieve this:

    a. The Board will arrange for an evaluation (internal and/or external) of Board skills compared to the competencies required to implement upcoming activities the Board is accountable for directly undertaking.

    b. The Board will identify training priorities, individually or collectively, to prepare Board members for their roles and responsibilities, and to increase their understanding of relevant issues. Training priorities will be based upon prior year Board monitoring reports and the internal and/or external evaluation in (a) above. Based upon these priorities, the Board will develop training plan recommendations that include planned activities, performance indicators, targets and estimated costs.

    c. The Executive will review the recommendations for Board training and allocate funds when finances permit.

    d. A Board member may make a training request to the Board training by submitting a detailed request for the Board's consideration that identifies how the training relates to the annual training priorities, and what the training costs are.

    e. All Board members who are approved and funded will prepare a report for the Board that identifies how training outcomes will benefit SGS, and what the final costs were.
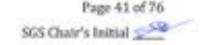
Establishing Committees

Purpose of Committees of the Board

1. The Board may create committees for the purpose of assisting with the Board's work.
2. Committees are advisory in nature only, unless the authority to make nxukmun has been granted by the Board.
3. Committees may be:
   a. Standing (on-going activities); or
   b. Ad-hoc (short-term or one time activities that do not fall under the assigned function of a standing committee).
4. Committees form only part of the Board's informed nxukmun making process.

Limitations of Committees of the Board

1. The Board as a whole is ultimately responsible, and potentially liable, for all actions of committees that it creates. Therefore:
   a. The Board cannot delegate away its trustee role, or allow a committee to take it over;
   b. Committees are advisory only in nature. Committees make recommendations to the Board and the Board makes the final nxukmun.
   c. Each Board committee will act within a Terms of Reference that has been approved by the Board;
   d. Committees are solely and directly accountable to the full Board;
   e. Committees will not instruct, advise, help in or share in any responsibility delegated to the Implementation Manager (IM), or to managers and staff who are accountable to the IM;

f. A Board member participating in a committee cannot make a nxukmun in relation to the committee that binds the Board as a whole;

g. Committees may not use SGS resources for committee work, unless the Board approves such resources;

h. Committees may not use staff resources for committee work, unless the Board has received approval from the IM;

i. When committees are seeking resources for their planning and activities, they will not fail to make best use of existing intellectual and human resources available within St'át'imc;

j. Committees will first endeavor to fill committee seats with Board members. However, in special circumstances where a non-Board member participates on a Board committee, the committee will not fail to ensure that the non-Board member signs code of conduct and confidentiality agreements and is fully familiarized with the committee terms of reference to mitigate any potential risk; and

k. The Board will not fail to review the overall effectiveness and necessity of all committees at least once per year, as part of the annual strategic planning process.

Board Representation on Committees

1. Within 2 months of each new fiscal year the Board will review and appoint Board representatives to all committees (standing and ad-hoc). Further review and appointments will be made on a timely basis if Board representatives change at a later point in the fiscal year.

2. When determining Board representation on a committee, the Board will consider a Board member's available time, interest/expertise, and the equitable distribution of workload between Board members, while striving to maintain consistency and stability in committee work.

3. Once appointed to a committee, Board members will serve on that committee for the balance of the year unless otherwise determined by the Board. Resignations with respect to extenuating circumstances will be considered by the Board.
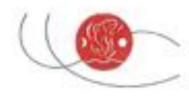
Procedures for Establishing Committees

1. The Board will only consider establishing or altering ad-hoc committees after it has established strategic objectives, and has created and approved its annual plan.
2. The Board will approve a Terms of Reference for each committee that defines:
    a. Committee type (standing or ad-hoc);
    b. Committee purpose;
    c. Specific outcome/tasks that the committee should achieve/address;
    d. Board representation;
    e. The length of terms for committee members;
    f. What resources the committee has access, and the authority, to use;
    g. Committee member roles and responsibilities;
    h. Recording and reporting requirements;
    i. Lines of accountability;
    j. Meeting schedule;
    k. The committee chair;
    l. A noukmun making process/rules of order;
    m. A Code of Conduct;
    n. Confidentiality; and
    o. Conflict of Interest guidelines.
3. The Board will establish committees only where there are both the financial and human resources available to support the committees.

Committee Reporting
1. Committees of the Board (standing or ad hoc) will submit regular reporting as part of each regular meeting of the Board.
2. Committee reports shall be presented by the committee Chair or designate.
3. A committee report may be written or verbal, or consist of committee meeting minutes.
4. Questions relative to the report of the committee business are to be directed to the committee Chair, or designate.
5. If a report contains insufficient information for the Board to make a noukmun, the matter shall be tabled until the next regular meeting of the Board so additional information can be sought.
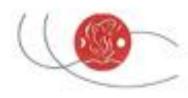6. Board minutes for committee reports will indicate:

      a. No Report, or

      b. Report as presented and/or attached.

7. In the absence of a report, the Board may still discuss items pertaining to a committee, and may seek additional information, as required.

Disbanding a Committee

1. The Board can disband a committee:

      a. When/if the committee completes the work that been outlined in the committee's approved Terms of Reference;

      b. If the committee is not adhering to the Terms of Reference; and/or

      c. If there are insufficient resources (financial and/or human) to support the committee.

Committee Support

1. A committee will request capacity building, as needed, for committee members, according to the Cost of Board Development Policy.

2. The Board may require that capacity building take place prior to the establishment of a committee, or prior to a committee member starting their term on a committee.

3. If the Board decides that a staff member(s), or a technician(s) is (are) required as a committee resource, the Board will request that the IM assign the appropriate staff member(s), or technician(s), if such request can be supported within financial and/or human resource capacities.
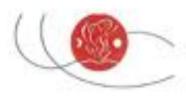
Appendix A: Committee Work Plan Template

<div align="center">

(Insert name of committee)

WORK PLAN FOR (insert year)

</div>

1. Committee Draft: *[DATE]*		3. Board Review Date: *[DATE]*	
2. Approved by Committee: *[DATE]*		4. Approved by Board: *[DATE]*	
Purpose/ Mandate (as approved by Board):	*Record verbatim the committee's purpose, and insert date approved by the Board.*		
Terms of Reference [Key duties]	*Record verbatim the key tasks, and anticipated outcomes of the committee that support the achievement of the committee's purpose.*		
Tasks, Outcomes and Success Measures:	**Task/Activities:**	**Outcomes Success measures**	**Due date:**
	Briefly describe specific tasks related to the committee Terms of Reference to be undertaken during the year and the deliverables expected upon completion of the tasks.	*For each task, identify its outcomes and related success measures.*	*Include dates for deliverables.*
Committee/ Task Force Members	*List current committee membership, indicating Chair, and members by alphabetical order.* *		
Committee Chair	*Indicate the name of the Chair for the reporting year*		
Committee Support	*Indicate additional approved staff/technical support to the committee*		
Inter-committee collaboration:	*Indicate with which SGS committees or other groups the committee will consult and/or collaborate with over the next year (e.g. joint meetings, chairs' meetings, contacts between committees, consulting on proposals, etc.).*		

Executive Charter

Purpose

The purpose of the Executive is to:

- Act as the SGS Board's senior leaders and provide management support for the Implementation Manager (IM) on a day-to-day basis;
- Ensure that the Board fulfills its legal, ethical, and financial responsibilities through adequate financial policy development, procedures, budgeting, evaluation, and reporting that ensures long-term financial stability and enables SGS to realize its mission; and
- Undertake work as directed to do so by the Board that supports SGS to realize the SCC vision and the SGS mission.
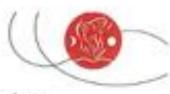
Executive Outcomes/Tasks

- Communicate decisions of the Board to the IM;
- Provide direction to the IM between regular Board meetings for issues not yet considered by the full Board. For emergency issues the Executive is responsible for providing direction to the IM that is consistent with the intent of existing policy or prior decisions, and report back to the full Board on the issue, decision and policy additions/amendments within one week;
- Assist the Treasurer, as needed, to review the annual budget and regular financial statements, identify an auditor (if required) and prepare recommendations regarding financial issues for Board review and approval; and
- Assist the Treasurer, as needed, to evaluate the systems of internal controls that have been established by the Board and management to ensure SGS meets its financial commitments and legal requirements, and its assets are safeguarded.

Executive Members

The Executive will be made up of the Chair, Treasurer and Secretary, and two board members at large.

Executive Member Terms

1. Board members will be part of the Executive until such time as the Board collectively:

    a.   Reviews the Executive and determines that membership should change in order to best serve the purpose of the Executive and the Board as a whole; or

    b.   Dismisses a member for not adhering to the Executive Charter, Establishing Committees Policy, Code of Conduct, Confidentiality or any other SGS Board Policy.

Executive Support and Resources

1. Orientation

   Within one (1) month of joining the Executive, each member will be orientated with:

   a. The Executive Charter; and

   b. Past Executive work and activities, if applicable.

2. Staff Technical Assistance

   a. If the Executive requires staff technical assistance, the Executive will submit a request to the Board as a whole, who will assess if financial or human resources are potentially available.

   b. The Board as a whole will then make a request to the IM who, if financial or human resources are confirmed available, will assign a staff person or technician to assist the Executive. The staff person or technician is not to do the work of the Executive, only lend knowledge related to their area of expertise. The Executive is not to instruct, advise, help in or share in any responsibility delegated to the staff member or technician.
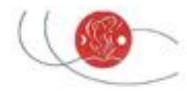
3. Financial Resources

   If the Executive requires financial resources to complete any part of its Charter, the Executive will submit a specific and detailed request to the Board as a whole. The Board will confirm availability of funds with the IM. The request will detail how the budget will be utilized.

Executive Member Roles and Responsibilities

Executive Members

1. Executive Members' roles include:

   a. Conducting research on the issues assigned to the Executive;

   b. Discussing, debating and assessing the pros and cons of alternate approaches to issues;

    c.   Developing options on issues;

    d.   Preparing findings and recommendations for the Board's consideration, or deciding on matters within the Executive's authority to do so; and

    e.   Reporting to the full Board on interim decisions made on behalf of the Board at the next meeting of the Board; or for substantive issues, either calling a special meeting, or reporting to the full Board within five working days.

2. Each Executive member is responsible for:

    a.   Adhering to all sections of the Charter;

    b.   Acting in the best interest, and according to the values and mission of SGS;

    c.   Coming prepared to each meeting;

    d.   Bringing forward the best, unbiased information possible;

    e.   Attending any capacity building sessions arranged for the Executive; and

    f.   Being informed on current events relevant to the Executive's purpose.

3. Limitations:

    a.   Executive members will not speak to any outside parties on behalf of the Board, unless the Board has given explicit written authorization and direction to do so.

    b.   The Executive will not utilize any SGS human or financial resources that have not been duly authorized.

    c.   Executive members will attend outside meetings as a Board representative only if requested by the Board. Executive members must provide a report back to the Board in the form requested.
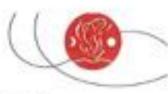
Chair

The Board Chair serves as the Chair of the Executive.

1. Beyond the role of the Board Chair, the role of the Chair of the Executive is to:

    a.   Lead SGS in establishing the strategic direction;

    b.   Provide day-to-day support for the IM; and

    c.   Bring to the attention of the Executive priority issues that must be considered by the Board regarding legal issues, succession planning, strategic direction and policymaking.

Treasurer

1. The role of the Treasurer is to:

    a.   Act in the absence of the Chair;

SGS Chair's Initial

b. Assist with the preparation of the annual budget, and assist with financial planning and reporting;

a. Ensure the assets of SGS are safeguarded;

b. Maintain appropriate controls over the receipt and disbursement of SGS's funds; and

c. Perform those functions delegated to the Treasurer by the Board and/or Chair.

Secretary

1. The role of the Secretary is to:

    a. Act in the absence of the Treasurer;

    b. Keep record of the Executive's activities;

    c. Ensure that the organization's records are maintained and distributed as needed;

    d. Give notice of meetings, collect and retain the minutes of other Executive meetings in conjunction with the IM; and

    e. Perform those functions delegated to the Secretary by the Chair and/or Board.

Recording and Reporting

The committee must:

1. Adhere to the *Establishing Committee Policy* and all reporting requirements contained therein.

2. Keep minutes for each meeting that include:

    a. Meeting date and time;

    b. List of those present and absent, and the name of the minute recorder;

    c. Adoption of the minutes from the previous meeting;

    d. Summaries of discussions;

    e. Summaries of Executive activities including who is responsible, completion dates and expected results;

    f. Items requiring further action;

    g. Items tabled to the next meeting; and

    h. Date, time and place of next meeting.

Meeting Schedule

1. The Executive will establish a meeting schedule that is reflective of the scope of work required to support the organizational development of SGS, the amount of work assigned, and the budget and the timeframes within which the work needs to be completed.
2. The Executive will set a meeting schedule, which will be maintained to the best of the Executive's ability.
3. If the Executive meets less than once every two (2) months, the Board may re-evaluate the Executive membership.
4. The Executive requires two or more members at each meeting to establish quorum to conduct official business.
5. The Executive will set a time limit for its meetings, which will be adhered to unless everyone in the Executive agrees otherwise.

Authority, Decision Making Process, and Rules of Order

1. The Executive will be guided by *The Modern Rules of Order* to facilitate open and respectful discussion and debate.

For decisions under the authority of the Board:

1. Executive members will research, discuss and debate issues before putting forward their comments to the Board in form of "findings" or "recommendations", not "motions". These findings, including any dissenting views, and will be based on the best, unbiased information available.
2. Executive members will strive to provide a consensus recommendation, but this is not necessary since both "pros" and "cons" of an issue will be presented to the Board.

For decisions under the authority of the Executive:

1. Executive members will research, discuss and debate issues before making a nxukmun (decision). All discussion, including the "pros" and "cons" will be recorded.
2. Executive members will strive to reach a consensus for each nxukmun.

Code of Conduct

The code of conduct policy that applies to the Board members extends to their capacity as Executive members.
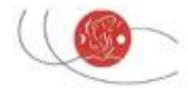
Conflict of Interest

The conflict of interest policy that applies to the Board members extends to their capacity as Executive members.

Confidentiality

The confidentiality clauses in the code of conduct policy extend to Executive members.
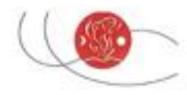
Discipline

Failure of Executive members to abide by the Charter shall be viewed as a breach of appropriate ethics and as such, will be subject to the Breaches section of the *Code of Conduct Policy*.

Monitoring Board Performance

The SGS Board has a responsibility to hold itself accountable for the overall performance of its responsibilities and to evaluate its effectiveness.

1. The SGS Board will review their performance, in writing, by monitoring whether they have:
   a. Adhered to Board policies;
   b. Reviewed and amended policies;
   c. Set strategic objectives; and
   d. Appropriately monitored the IM, Board Chair, Executive and other committees.
2. The only criteria to be used in monitoring these areas are the Board's written policies.
3. The only data to be used for monitoring will be data that shows whether or not Board policies are being met.
4. Monitoring data can come from three sources:
   a. *Internal:* IM report on Board compliance to approved Board policies;
   b. *External:* Neutral third parties who assess compliance (e.g. accountant); and
   c. *Direct:* The Board, as a whole, may assess its compliance based on policy criteria. Board Members may also assess their own compliance and contributions as a Board member.
5. The standard for compliance is "any reasonable interpretation" of the Board policy, within the limitations set in the policy.
6. All policies that provide instruction to the Board will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will usually follow a set monitoring schedule.
7. Board members are responsible to immediately inform, in writing, the remainder of the Board when there has been a contravention in member's roles and responsibilities, adherence to policy, code of conduct, conflict of interest (apparent or real), or a liability risk is presented.

Board Remuneration

1. The SGS Board is appointed as a volunteer Board, paid a daily honorarium.

2. Each year the IM and Executive will undertake planning that identifies the allowable budget for Board honorariums, the scheduled commitments[15], and make the necessary adjustments to ensure that SGS remains within the approved budget.

3. Honorariums for each meeting will not exceed $250 for a full days work (7 hours) and $125 for half a days work (4 hours). This daily rate includes the cost for meals.

4. Board members are paid for travel reimbursement costs (mileage and accommodation), based upon the current Federal Treasury Board rate. These travel costs do not include incidental costs.

5. Before the Board makes an increase to allow for additional meetings or to increase Board remuneration:
   a. The Treasurer must first confirm that there is the budget to support the increase;
   b. The Board must approve the increase with a 2/3 majority; and
   c. The SGS members must approve the increase with a 2/3 majority.

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[15] Commitments are identified in the Meeting and Agenda Setting Policy and include, but are not limited to: regular Board meetings; Executive Meetings; Annual General Meeting; Audit, Reporting and Planning Meetings; Policy Review Meetings; Gathering and Community Meetings.

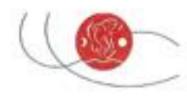## Board Relationship to the Implementation Manager

Preamble:

The Implementation Manager (IM) is the Board's only link to administrative achievement and conduct. All authority and accountability of staff are therefore considered to be the authority and accountability of the IM.

Limits of Board Authority

1. Only nxukmen (decisions) made by the Board as a whole are binding on the IM. Therefore:

    a. Instructions of individual Board members or committees are not binding on the IM except in rare situations when the Board has specifically authorized the exercise of such authority.

    b. If Board members or Committees request information or assistance without Board authorization, the IM can refuse those requests that require (in the opinion of the IM) a material degree of staff time or funds, or are disruptive.

2. The Board will never give instructions to persons who report directly or indirectly to the IM.

3. The Board will refrain from evaluating, either formally or informally, any staff other than the IM.

Direction & Delegation to the IM

1. The Board delegates authority to the IM by providing the IM with strategic goals and objectives to achieve, consistent with the SCC SGS Service Agreement, with a specific annual budget and within other limits.

2. The IM is authorized to decide, take all actions and develop all activities that are consistent with the Board's policies, and annual strategic plan.

3. The Board will respect the IM's choices and decisions on an issue if the Board has not written a limit for that issue. By adding to the IM's limits, the Board may rescind areas of the IM's authority at anytime.

Limitations

As the senior administrator, the SGS IM is responsible to ensure the effective functioning of management and administrative systems, and to achieve the objectives set by the SGS Board. In performing her/his duties, the IM will adhere to the following limitations:

1. Administration:

The IM will not fail to:

    a. Develop and implement administrative policies and procedures that ensure operational and administrative efficiency, effectiveness and consistency, as reviewed and approved by the SGS Board.

    b. Develop and implement a procedure that limits conflict of interest to ensure openness and competitive opportunities.

    c. Publish these policies and procedures and make them appropriately available to all SGS staff.

2. Treatment of Staff:

The IM will not:

    a. Operate without written policies that:

        i. Clarify personnel rules for all staff.

        ii. Clarify budgets, responsibilities, and lines of accountability.

        iii. Provide for the effective handling of disputes.

        iv. Protect against wrongful conditions such as nepotism, sexual harassment, and preferential treatment for personal reasons.

        v. Protect a staff member for expressing an ethical dissent without penalty.

        vi. Allow staff from presenting a grievance to the Board when:

            • Internal dispute procedures have been exhausted, and

            • The employee alleges either that:

              Board policy has been violated to his or her detriment, or

              Board policy does not adequately protect his/her human rights.

    b. Acquaint staff with their rights under this policy.

3. Treatment of Consultants and Contract Workers:

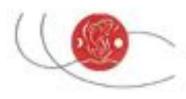The IM shall not:

    a. Make requests (e.g. verbally, on application forms, etc.) for information for which there is no clear necessity.

    b. Promise or imply permanent or guaranteed contracting, outside of the SGS contracting process.

    c. Use methods of collecting, reviewing, transmitting, or storing contractor information that fails to protect the information against improper access.

    d. Utilize facilities that fail to provide a reasonable level of privacy, both visual and oral, for the contract worker, where deemed necessary.

    e. Fail to establish with the consultant or contract worker a clear understanding of what is expected, and what is not expected for the relevant program/service.

    f. Fail to ensure that all SGS intellectual property is protected.

    g. Fail to inform the consultant or contract worker of this policy, or to provide a grievance process to those who feel they have not been treated fairly within a reasonable interpretation of their rights under this policy.

4. Fiscal Planning:

The IM will not act in a manner inconsistent with the financial requirements of the BC Hydro Agreements, and will not depart significantly from the Board's stated strategic goals or jeopardize the fiscal standards of the Board. Therefore, the IM will not:

    a. Permit accounting and reporting systems to operate outside of generally accepted accounting principles (GAAP).

    b. Run a deficit budget; that is, will not plan or expend more operating funds than are conservatively projected to be received in any given fiscal year.

    c. Produce a budget which contains too little information to allow:

        i. A reasonably accurate projection of revenues and expenses.

        ii. A reliable cash flow projection.

        iii. Subsequent audit trails.

        iv. Planning assumptions.

    d. Reduce current liquid assets below a level that can meet SGS 's current liabilities.
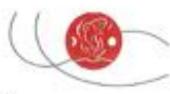
5. Financial Conditions and Activities:

The IM will ensure SGS is financially sound. Therefore, the IM will not allow financial risk to develop, nor jeopardize his/her ability to allocate funds with integrity. Therefore, the IM will not:

a. Fail to immediately report to the Board and provide recommendations to mitigate risk, when an individual Board member(s), or the Board as a whole, is presented with a potential liability.

b. Commit nor expend more funds than have been provided for in the annually approved budget.

c. Indebt SGS beyond any levels provided for in the annually approved budget.

d. Use any long-term reserves without authorization through the duly approved budget.

e. Conduct inter-fund transfers to a greater amount than can be restored by uncommitted revenues within thirty days.

f. Fail to settle payrolls and debts quickly and according to supplier terms.

g. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.

h. Make a single purchase or financial commitment of greater than $100,000, without the Board's approval.

i. Acquire, encumber, or dispose of real property, without the Board's approval.

j. Fail to aggressively pursue receivables after a reasonable grace period.

6. Asset Protection:

SGS's assets must be properly cared for, including property, equipment, membership lists, and computerized data. The IM will not allow SGS's assets to be unprotected, inadequately maintained, or unnecessarily risked. Therefore, the IM will not:

a. Fail to insure against theft and casualty losses to at least 80% of replacement value.

b. Fail to insure against liability losses to Board members, staff, and SGS in no greater amount than the average for comparable operations.
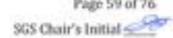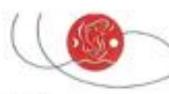
c. Allow the licensing of computerized equipment, software, or data or other intellectual property, utilized by SGS to be held or owned outside of SGS, unless there is expressed written permission by the Board.

d. Allow non-bonded personnel to access material amounts of funds.

e. Subject infrastructure and equipment to inadequate maintenance and improper wear and tear.

f. Unnecessarily expose SGS, the Board, or staff to claims of liability.

g. Make any purchase:

    i. Where normally careful protection has not been given against conflict of interest.

    ii. Of more than $50,000 without having obtained comparative prices and quality.

    iii. Of more than $50,000 without a strict method of ensuring a balance between cost and long-term quality.

h. Receive, process or spend funds under controls that are insufficient to meet the Board's auditor's standards.

i. Invest or hold operating capital in insecure instruments, including:

    i. Uninsured chequing accounts and bonds of less than AA rating.

    ii. Non-interest bearing accounts.

j. Endanger SGS's public image or credibility, particularly in ways that would hinder accomplishment of its strategic goals.

7. <u>Compensation and Benefits:</u>

With respect to employment, compensation, and benefits for employees, consultants, contract workers and volunteers, the IM will not:

a. Change his/her own compensation and benefits.

b. Promise or imply permanent or guaranteed employment, outside of SGS employment processes.

c. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

d. Create compensation obligations over a longer term than revenues can be safely projected.

e. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:

    i. Incur unfunded liabilities;

    ii. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity are not prohibited;

    iii. Allow any employee to lose benefits already accrued from any foregoing plan; or

    iv. Treat the IM differently from other key employees.

8. Communication and Support to the Board:

a. The IM will inform and support the Board in its work. Therefore, he/she will not:

    i. Neglect to submit quarterly and annual monitoring data required by the Board (see policy on Monitoring the IM) in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored.

    ii. Let the Board be unaware of relevant trends, anticipated adverse media coverage, significant external and internal changes (transfers, acquisitions, etc.), particularly changes in the assumptions upon which any Board policy has previously been established.

    iii. Fail to advise the Board if, in the IM's opinion, the Board is not in compliance with its own policies, particularly in the case of Board behaviour that is detrimental to the work relationship between the Board and IM.

    iv. Fail to collect for the Board as many staff and external points of view, issues, and options as needed for fully informed Board decisions.

    v. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate between monitoring information and decision preparation.

    vi. Fail to provide a mechanism for Board, committee, and/or IM communications.

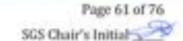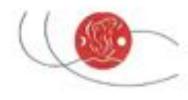   vii. Fail to deal with the Board as a whole except when:

- Fulfilling full Board authorized individual requests for information; or
- Responding to Board or committee members authorized by the full Board to deal with the IM.

viii. Fail to report in a timely manner an actual or anticipated non-conformance with any Board policy.

ix. Fail to supply all items delegated to the IM, yet required by law or contract to be Board approved, along with the monitoring assurance related to the issue.

9. Focus of Funding and Contracts:

The IM will not enter into any funding or contract arrangements that fail to fit with the Board's strategic goals, and/or fail to prevent the IM from acting within the limitations set by the Board. In addition, the IM will not:

a. Fail to prohibit particular methods and activities that would lead to funds being used in ways that are inconsistent with the funding terms, or are careless, unlawful or unethical.

b. Fail to assess and consider whether those staff or contractors associated with the funding or contract are capable to produce appropriate, targeted and efficient results.

c. Award funded positions or contracts over $50,000.00 without having obtained comparative prices and quality.

Monitoring IM Performance

1. The SGS Board will only assess the IM's performance by monitoring whether the IM has:
    a. Met the assigned strategic objectives; and
    b. Stayed within the limitations set by the Board.
2. The only criteria to be used in monitoring these two areas are, respectively:
    a. The Board's strategic objectives outlined in the annual plan; and
    b. The *Limitations of the IM* policies.
3. The only data to be used for monitoring will be data that reflects whether or not the criteria listed above are being met.
4. Monitoring data can come from three sources:
    a. *Internal:* Board interviews or impartial surveys with staff on operational activities and the IM's compliance with approved Board policies, and/or IM reports to the Board;
    b. *External:* Board interviews or impartial surveys with community groups and those that SGS conducts business with;
    c. *Direct:* Board conducting performance reviews of the IM, based on criteria derived from the Board's policies; and/or the Board reviewing its own interactions with, and direction to, the IM.
5. The standard for conformance is "any reasonable interpretation" of the Board policy, within the limitations set in the policy.
6. The IM will inform the Board, through a written notice, immediately when he/she has contravened one of the limitations that the Board has set.
7. The IM, by reporting to the Board, guarantees that no contravention is intentionally kept from the Board.
8. The IM will also report contraventions to the Board as part of his/her normal reporting.
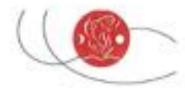
Performance and Monitoring Schedule

The following schedule will be followed in reviewing the performance of the IM:

Board Governance		
Policy	Method	Frequency
Strategic Objectives (meeting of objectives, targets and budgets)	Internal and Direct	Annually
Board's Limitations on the IM (all)	Internal, Direct, External	Annually, except Financial limitations which are monitored Quarterly
Accountability of the IM (responsibility to the Board as a whole, and reporting to the Board as a whole)	Internal and Direct	Annually

The Board will utilize its regular review of material from Finance and auditors to assess fiscal planning and the overall financial condition of the organization.

Further, the Board will also monitor its relationship with the IM according to the following schedule:

Board Governance		
Policy	Method	Frequency
IM Authority	Direct	Annually
Direction to the IM	Direct	Annually
Accountability of the IM	Direct	Annually
Delegation to the IM	Direct	Annually
Monitoring IM Performance	Direct	Annually

Board Relationship to SGS Members and Ucwalmicw

Preamble:

The Board has a direct relationship and accountability to SGS Members who are the St'át'imc community Councils. As a community organization the SGS Board also has an indirect relationship and accountability to ucwalmicw. This is a strong component of traditional St'át'imc leadership practices and today is a key component of a well-functioning society.

Engagement

The SGS Board relationship with SGS Members and ucwalmicw is demonstrated through engagement activities undertaken during annual planning. Engagement is the process of meaningful dialogue and participation in forming decisions that affect the community and enhance quality of life.

The Board believes that decisions are improved when leadership effectively engages and collaboratively plans with communities and citizens. The Board also believes that ucwalmicw have a right to be involved in a timely, meaningful, and appropriate manner as a part of a clear and transparent and responsive process. Therefore, the Board is committed to establishing an engagement process with communities and members, within SGS's ability to finance and resource such a process.

Guiding Principles:

Principle	Definition
Integrity	We will ensure that the process for each project includes careful design, planning and preparation to identify ucwalmicw needs, interests, and goals.
	We will ensure that secondary research[18] is undertaken, and the analysis of secondary research is shared with leaders and ucwalmicw to support informed decision-making, and build long-term capacity.

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[18] Review and analysis of existing documented relevant data (e.g. publications, reports, studies).

	Where possible, ucwalmicw will be trained to participate in their own research to support long-term self-sufficiency and self-determination, and capacity development individually and organizationally.
Respect, Inclusion and Equality	We will listen with a peaceful heart, respect all opinions, and respect the right to be heard.

We will ensure that all ucwalmicw, their leaders at all levels, and in all areas are included in the primary research[17].

We will endeavor to work collaboratively with community organizations, and interest groups, as relevant to the research, to improve research outcomes, efficiency and effectiveness. |
| Flexibility | We will ensure that wherever possible, the process that is developed or drafted for projects is flexible so it can be adapted to the specific needs of those being engaged.

We will utilize established and proven practices to ensure the cultural relevancy of engagement methods used, and to support cultural revitalization and efficiency. |
| Accountability, Transparency and Trust | We will be transparent in our process and outcomes to our SGS Members, ucwalmicw, and strategic partners.

We will ensure that Board and Operations planning is responsive to the needs identified from community engagement findings.

We will ensure that all findings are shared with our SGS Members, and ucwalmicw, and we will ensure that research and any confidential information or intellectual property is protected. |
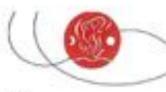
Reporting

SGS Board accountability to SGS Members and ucwalmicw is demonstrated through SGS's annual and quarterly reporting of activities and outcomes, and as outlined in the SGS Board Reporting Policy.

Incorporation of Shareholder and Ucwalmicw Input

1. Engagement with SGS Members and Ucwalmicw.

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[17] Research undertaken directly with people on a specific issue or inquiry (e.g. through interviews, surveys, direct observation)

The SGS Board will utilize engagement methods to involve SGS Members and ucwalmicw (living home and away from home) that are based upon preferred communication methods (as confirmed annually), and include, but are not limited to:

- Shareholder Regular and Special Meetings;
- Community meetings;
- St'át'imc Gathering;
- SGS Newsletters;
- SGS Website;
- SGS subscription email list; and
- SGS Social Media[19].

For community meetings, the SGS Board will develop an annual engagement plan and designate members of the Executive Committee to present annual plans and undertake community engagement efforts for annual planning. This work will be undertaken in addition to the AGM.

The minimum requirements for all engagement efforts are that findings from this engagement research will be: documented; incorporated into annual planning where feasible; and will be considered for policy amendments where it can contribute to policy effectiveness over time where doing so will not contravene policies, the annual plan priorities, or unduly stress human and financial resources.

2. Reporting

SGS Board reporting will be undertaken according to the SGS Reporting Policy.

Additional Communications with the Community

Outside of the Board's reporting requirements, and in addition to information available at the AGM for the SGS Members and ucwalmicw, the Board will:

- Publish only non-confidential material; and

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[19] Including but not limited to Facebook, Twitters, YouTube, etc.

- Will utilize the website, social media, email and electronic forms of communication to supplement, but not replace the AGM, and quarterly reporting meetings.

The frequency and format of information to be distributed will balance efficiency, effectiveness and cost.

Appendix A: SGS Communications Plan Summary

1. Goals

   a. Be accountable and transparent to SGS members and ucwalmicw through the maintenance of high quality, ongoing, coordinated and consistent communications; communicate early and often.

   b. Ensure communications focus on, and are reflective of, St'át'imc strengths, values and goals.

   c. Provide communications that are responsive to varying community situations (e.g. geographic locale, internet connectivity, communications capacity, socio-economics) and varying audiences within the communities (e.g. youth, elders, leadership), both on and off reserve.

2. Key Communication Events

   a. Key communications that must be provided to SGS members and ucwalmicw include, but are not limited to:

      i. Annual and Quarterly reports

      ii. St'át'imc Gathering information

      iii. SGS Chair updates (recommended at a monthly frequency)

      iv. SGS AGM information

      v. Opportunities for communities to participate in SGS annual planning

3. Communication Methods

   a. Within cost and logistical feasibility, a variety of communications methods will be used for each message being delivered to ensure the message is reached to as wide an audience as possible.

   b. On an annual basis, communities will be queried (e.g. through a survey) to determine which communication methods are most effective/preferred by each audience within the community.

   c. Communication methods that may be utilized include, but are not limited to:

   In-person

      i. Community meetings

Hardcopy Material

    ii.   Signage and displays (recommended to be updated every 3-4 years)

    iii.   Pamphlets and newsletters (delivered by mail, distributed at community meetings)

    iv.   Posters (posted in communities and other venues)

Electronic

    i.   Pamphlets and newsletters (posted online or delivered by email)

    ii.   Social media (e.g. FaceBook, Twitter)

    iii.   Email

    iv.   SGS Website (recommended to have a design refresh every 2-3 years)

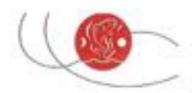   v.   YouTube channel

    vi.   Blog

Other

    vii.   Toll-free phone number

4. Appearance of Communications Material

    a.   All communications material produced and distributed by SGS will utilize approved branding parameters (e.g. logos, colours).

    b.   Within cost and logistical feasibility, the appearance of communications material will vary to incorporate known "profile" preferences[19] for each target audience.

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[19] SGS'inc Government Communications Plan. Coppermoon. December, 2011.

Board Strategic Planning and Reporting
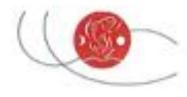
Strategic Planning

Purpose

The purpose of this policy is to outline the processes for undertaking effective and comprehensive strategic planning that improves leadership and decision-making, and opportunity identification, while also protecting the strength of the organizational system.

Principles

- SGS's strategic plan will be a rolling 3 or 5 year plan that will be renewed annually through the collaborative efforts of the Board and the IM;

- The planning process will be initiated by the Board, informed by the IM, completed and approved by the Board;

- Input from shareholders and community members on key strategic issues will be solicited throughout the year;

- Annual strategic planning establishes or renews SGS's values, how SGS will achieve its mission, goals, objectives, tasks, key performance indicators, targets, and resources required (A copy of the strategic planning template is attached as an appendix to this policy); and

- When the strategic plan is completed and approved it will be communicated to all SGS members, staff, and community groups, as determined by the SGS Board.

The roles and responsibilities for the Board and IM related to strategic planning are outlined below.

1. The Board is responsible for ensuring that strategic planning is undertaken annually, before the end of the SGS fiscal year (April 30). The IM is responsible to assist with research and coordination for annual planning.

2. The Board controls the strategic planning process by setting the broadest directions in terms of what is to be accomplished and defining any methods or conditions that are not allowed. This includes:

    a. Establishing, renewing and refining the SGS values;

    b. Establishing, renewing and refining the SGS mission;

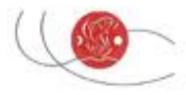   c. Reviewing prior year planning outcomes;

     d.   Evaluating risks, opportunities and needs for SGS; and

     e.   Developing goals and objectives that will ensure SGS realizes its mission.

3.   The IM participates in strategic planning of goals and objectives by providing the Board with operational information that enables them to undertake due diligence and make well informed decision. This information includes:

     a.   Prior year SGS outcomes;

     b.   Current and prior SGS operational capacity;

     c.   Community feedback from community information sessions; and

     d.   Secondary research prepared for the Board.

4.   The IM will utilize the Board's strategic level planning (values, mission, goals, and objectives) to develop operational programs/tasks, and key performance indicators that will ensure the realization of these goals and objectives each year. The IM will also recommend any additional objectives that may be required, or that may need to be removed to improve operational outcomes.

5.   To complete the strategic planning process the Board is responsible for identifying strategic level targets (dates and outcomes), and identify resources (budgets, sources) for SGS.

6.   The Executive Committee is responsible to review, finalize and make recommendations on the annual budget.

7.   The Board is responsible for approval of the annual plan.

Appendix A: Strategic Plan Template

Goal 1: _____

STRATEGIC		OPERATIONAL		STRATEGIC	
GOAL (Why)	OBJECTIVES (What)	PROGRAMS/TASKS (How and who)	KEY PERFORMANCE INDICATORS (KPTS) (Measure of success)	TARGET (Quantity, Value, Limit)	BUDGET (How much, from where)
Long term aim of what you want to accomplish. The "purpose" towards which an objective is directed	*Mid to short term specific and measurable "actions"*	*Break down of the steps taken to achieve the objective* *(Who is accountable for making sure it gets done? Actual task may be delegated to someone else)*	*Quantifiable measurements, with long-term considerations where possible* *e.g. % increase in ROI* *e.g. # of new partnerships)*	*Specific measure expected for the KPI* *e.g. 3% by 2014* *e.g. 1 by mid-2013, 2 additional by end-2013*	*$ amount as a number or percentage of overall budget – e.g. $50k or <5% of operations budget* *Source of funds – e.g. existing operational budget, or AANDC application*

Accountability & Reporting

Preamble:

Organizational reporting plays an essential role in the effective functioning of a community, and makes an important contribution to building community capacity and understanding of effective organizational development now, and into the future.

The effectiveness of an organization's reporting is an indicator of how well managed the organization is[20]. Therefore, this policy outlines a integrated[21] systematic reporting format that focuses on quality of information, supports the use of best practices, and creates a clear blueprint for the future of the corporate reporting system with a particular focus on the structural, institutional and behavioral issues that are critical to the effective long-term development of SGS.

Policy:

The SGS Board is directly accountable to the SGS members, and indirectly to the ucwalmicw.

1. The SGS Board will report to the SGS members on a quarterly and annual basis.
2. The SGS Board is solely responsible for preparing all reporting, with support and input from the IM and IM reporting, using clear and understandable language and formats. This responsibility may not be delegated.
3. The SGS Annual Report will include:
   a. Cover page,
   b. Message from the chair (including accountability statement attesting to the quality and approval of the report and report format),
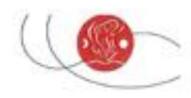   c. Table of Contents,

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[20] Source: Chartered Institute of Management Accountants (http://www.cimaglobal.com/Thought-leadership/Research-topics/Financial-reporting/Corporate-reporting-is-no-longer-working/).

[21] Integration of the annual plan that ensures leadership and management remain focused on annual goals, priorities and key performance indicators (KPI's), and integrates any reporting requirements that the Board and/or SGS members deem necessary to ensure compliance with existing/ new legislation and reflective of community needs, interests and expectations.

    d.   SCC Vision, and SGS Mission, Goals, Objectives, Accomplishments (direct and indirect benefits, e.g. sustainability measures, defined by the Board and consistent with values),

    e.   Contraventions,

    f.   Financial Statements (consolidated balance sheet, statement of revenues and expenses, and notes to financials), and

    g.   Coming year goals.

4. The SGS Board will ensure additional copies (electronically and hardcopy) are made available for viewing only at SGS Annual General Meetings, at the entrance to the SGS Building, and delivered/mailed to each St'át'imc community. The SGS Annual Report will also be posted on the SGS website, and emailed to SGS members.

5. As a part of overall reporting the Board will also ensure that the complete set of SGS Board Governance Policies, financial statements, and SGS meeting notes are made available for viewing at the SGS Annual General Meeting.

Definitions

Word	Definition
K'ul'tsam'	Take what you need
Nxekmenlhakálha lti Tmicwa	The laws of the land
Nxekmenlhkálha múta7 nt'áqmanlhkalha	Our laws and our way of life
nxukmun	Decision
Tmicw	The land
Ucwalmicw	The people
Ucwalmicwts	The language