



BRITISH COLUMBIA ASSEMBLY OF FIRST NATIONS
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BC ASSEMBLY OF FIRST NATIONS

GOVERNANCE COMMITTEE

– Update to the Chiefs-in-Assembly Re: Governance Reform –

The purpose of this memo is to update the Chiefs-in-Assembly on the work undertaken by the Governance Committee (the '**Committee**') since the Annual General Meeting in October 2017, and to advise the Chiefs-in-Assembly of the focus for six member engagement sessions scheduled for April, May and June 2018.

1. INTRODUCTION/BACKGROUND

On March 27, 2017, at the 13th Special Chiefs Assembly ('**SCA**') of the British Columbia Assembly of First Nations ('**BCAFN**' or the '**Society**'), BCAFN Resolution 02/2017 "Governance Committee" was adopted by the Chiefs-in-Assembly, calling for the creation of a committee tasked with the purpose of reviewing BCAFN policy manuals (the '**BCAFN Policy Manuals**'), including in particular the Governance Manual, as well as the BCAFN Constitution and By-laws (together, the '**Governance Documents**').

In October 2017, at the Annual General Meeting, the Committee reported on its work and put forward recommendations for the Chiefs-in-Assembly to consider. After receiving the report and recommendations, the Chiefs-in-Assembly adopted BCAFN Resolution 11/2017, which extended the Committee's mandate to allow for further review and engagement with BCAFN members, and directed the Committee to propose recommendations for discussion and a vote by Chiefs-in-Assembly at the next Annual General Meeting in 2018. A copy of BCAFN Resolution 11/2017 is attached to this memo as Schedule 'A'.

The Committee's Terms of Reference set out the Committee's objectives:

1. ensure that the Governance Documents:
 - reflect the realities of the BCAFN organization and its political landscape;
 - appropriately describe responsibilities to, and maintain accountability to, the Chiefs-in-Assembly;
 - and

- provide adequate provisions and processes to ensure resolutions are created, passed and implemented in a form and manner that supports the guiding principles and purposes of the BCAFN;
- 2. address and rectify all existing gaps, errors and inconsistencies in the Governance Documents; and
- 3. ensure the Governance Documents are compliant with the new *Societies Act* and any other applicable laws and regulations, including the *Human Rights Act*.

A full copy of the Committee's Terms of Reference, adopted by the BCAFN Board of Directors on May 9, 2017 and updated by BCAFN staff to reflect BCAFN Resolution 11/2017, is attached to this memo as Schedule 'B'.

2. UPDATE ON COMMITTEE'S WORK

The Committee has met three times since October 2017 to pursue its extended mandate. In preparation for the member engagement sessions, the Committee has continued to review and revise the Governance Documents in order to address and correct gaps and inconsistencies. The issues addressed in these latest revisions include:

- Detailing proxy procedures for both elections and assemblies;
- Providing more guidance for the Electoral Officer;
- Ensuring that conduct of Chiefs in Assembly is consistent with BCAFN policies; and
- Ensuring that the Board's roles and responsibilities under the Bylaws are consistent with legal duties under the *Societies Act*.

In addition to addressing these issues in the Governance Documents, the Committee also directed BCAFN staff to schedule six member engagement sessions to occur in April, May and June, with at least one member of the Committee attending each session:

- April 10 - Terrace: Best Western
- April 17 - Nanaimo: Coast Bastion
- April 24 - Prince George: Prince George Civic Centre
- May 8 - Tk'emlups - Kamloops: Moccasin Square Garden
- May 17 - Lower Mainland: RiverRock Casino
- June 5 - Sto:lo – Fraser Valley: Seabird Island

3. QUESTIONS FOR DISCUSSION AT MEMBER ENGAGEMENT SESSIONS

Through its analysis of the gaps and inconsistencies of the Governance Documents, the Committee has identified a number of questions for broader discussion. The Committee intends to focus the member engagement sessions on these questions, as feedback from members will be particularly valuable to informing the report and recommendations that the Committee will deliver to the Chiefs-in-Assembly at the AGM in October 2018. These questions include:

1. How can BCAFN increase meeting attendance and participation by members, and if required, by directors? Should BCAFN consider introducing a remote, digital attendance and/or election



procedure to accommodate First Nations whose representatives are unable to travel to meetings?

2. Should BCAFN's relationship with external organizations, including but not limited to the First Nations Leadership Council, be specifically documented in the Governance Manual or another BCAFN policy manual?
3. If the members determine that an incumbent Regional Chief should step down prior to running for re-election, what is the appropriate time period to step down? Currently the Campaign Period is set at 30 days, but the Committee is proposing extending the time period to 45 days to allow candidates to better canvass the 203 First Nations in BC.
4. Is it appropriate to have the Regional Chief's designate step in during the Campaign Period in order to maintain consistency and functionality? Note that the Regional Chief would remain subject to restrictions and controls on use of resources and permitted activities during such Campaign Period.
5. Should there be an appeals body created to hear challenges or appeals of election results? Should only a certain group be able to bring a challenge, e.g., only a member with the support of at least 4 other members, or with the support of the Board?
6. What officer roles, such as Secretary and Treasurer, does BCAFN require? If the current officer roles are not being carried out by the appointed individuals, what should be done to address this issue?

4. CONCLUSION

The Committee looks forward to any feedback, questions and suggestions from the Chiefs-in-Assembly with respect to the foregoing.



SCHEDULE 'A'
BCAFN Resolution 11/2017





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BCAFN ANNUAL GENERAL MEETING
Musqueam Community Centre, Vancouver, BC
October 11-13, 2016

Resolution 11/2017

SUBJECT: MANDATE EXTENSION FOR THE BCAFN GOVERNANCE COMMITTEE

MOVED BY: GRAND CHIEF DOUG KELLY, PROXY, SOOWAHLIE FIRST NATION

SECONDED BY: CHIEF ALICE MCKAY, MATSQUI FIRST NATION

DECISION: CARRIED

WHEREAS:

- A. On March 27, 2017 at the British Columbia Assembly of First Nations (BCAFN) 13th Special Chiefs Assembly, BCAFN Resolution 02/2017 "Governance Committee" was adopted by the Chiefs-in-Assembly, calling for the creation of the Governance Committee (the 'Committee');
- B. The purpose of the Committee is to review BCAFN policy manuals (the 'BCAFN Manuals'), as well as the BCAFN Constitution and bylaws, and provide recommendations for amendments at the BCAFN Annual General Meeting in October 2017;
- C. The Committee has prepared recommendations for the Chiefs-in-Assembly to consider regarding the reform of the Governance Manual, including the Constitution and Bylaws; and
- D. The work of the Committee requires further review and feedback from Chiefs-in-Assembly as well as support of the newly elected Regional Chief and Board members.
- E. The Committee's recommendations will be discussed and voted on by Chiefs-in-Assembly at the next Annual General Meeting in 2018.

Certified copy of a resolution adopted on the 11th day of October, 2017, at Musqueam, ex^wməθk^wəyəm

Terry Teegee, BC Regional Chief



THEREFORE BE IT RESOLVED THAT:

1. The BC Chiefs-in-Assembly extend the mandate of the BCAFN Governance Committee until the next Annual General Meeting 2018 to allow the Committee members to fully engage with BCAFN members to complete their work as articulated in BCAFN Resolution 02/2017 "Governance Committee";
2. Where requested by current Committee members, the Chiefs-in-Assembly will appoint new members to fill vacancies created by Committee members who submit their resignation from the Committee. The BC Chiefs-in-Assembly appoints the following members:
 1. Tyrone McNeil, Tribal Chief, Stolo Tribal Council
 2. Chief Greg Louie, Ahousaht First Nation
 3. Chief Byron Louis, Okanagan Indian Band
 4. Kukpi7 Ryan Day, Bonaparte Indian Band
 5. Chief Vivian Tom, Wet'suset'wen First Nation
3. The BC Chiefs-in-Assembly direct the BCAFN Governance Committee to create a workplan outlining a ratification plan as well as an engagement plan with members to ensure full review and feedback of the proposed changes prior to support and implementation of recommendations at the Annual General Meeting in 2018.

Certified copy of a resolution adopted on the 11th day of October, 2017, at Musqueam, ex^wməθk^wəyəm



Terry Teegee, BC Regional Chief



SCHEDULE 'B'
TERMS OF REFERENCE





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BC ASSEMBLY OF FIRST NATIONS

GOVERNANCE COMMITTEE

– TERMS OF REFERENCE –

1. PREAMBLE

On March 27, 2017, at the British Columbia Assembly of First Nations (BCAFN) 13th Special Chiefs Assembly, BCAFN Resolution 02/2017 “Governance Committee” was adopted by the Chiefs-in-Assembly, calling for the creation of a Governance Committee (the ‘Committee’). On October 11, 2017 at the BCAFN 14th Annual General Meeting, BCAFN Resolution 11/2017 “Mandate Extension for the BCAFN Governance Committee” was adopted by the Chiefs-in-Assembly, mandating the Committee to continue its work until the next BCAFN AGM in 2018.

Pursuant to BCAFN by-law Article VI Section 13, the Committee is hereby formed and will operate in accordance with these Terms of Reference.

2. PURPOSE

The purpose of the Committee is to review BCAFN policy manuals (the ‘BCAFN Manuals’), as well as the BCAFN by-laws and Constitution (together, the ‘Governance Documents’), and provide recommendations for amendments at the BCAFN Annual General Meeting in October 2017 (the ‘2017 AGM’).

3. OBJECTIVES

The review, amendment and update of the Governance Documents by the Committee is a short-term initiative with the following key objectives:

1. ensure that the Governance Documents:
 - reflect the realities of the BCAFN organization and its political landscape;
 - appropriately describe responsibilities to, and maintain accountability to, the Chiefs-in-Assembly; and



- provide adequate provisions and processes to ensure resolutions are created, passed and implemented in a form and manner that supports the guiding principles and purposes of the BCAFN;
- 2. address and rectify all existing gaps, errors and inconsistencies in the Governance Documents; and
- 3. ensure the Governance Documents are compliant with the new *Societies Act* and any other applicable laws and regulations, including the *Human Rights Act*.

4. RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee will perform the following duties:

- meet according to the schedule proposed at Appendix A, as amended from time to time by consensus of Committee members (the ‘Schedule’);
- strive to achieve the key objectives set out in Article 3;
- make recommendations to the Board and the Chiefs-in-Assembly in respect of the key objectives; and
- adhere to the other Terms of Reference set out herein.

5. MEMBERSHIP

5.1 MEMBERS

The Committee shall be comprised of no less than (4) members at any time. The members of the Committee shall all be appointed and endorsed by the Chiefs-in-Assembly, and at least one shall be a current director of the Board.

The original Members of the Committee were nominated and affirmed by the BCAFN Chiefs-in-Assembly at the BCAFN 13th Special Chiefs Assembly via Resolution 02/2017. Then, at the BCAFN 14th Annual General Meeting via Resolution 11/2017, the Chiefs-in-Assembly appointed the following members to the Committee for the duration of its extended mandate:

- Tyrone McNeil, Vice-President, Stō:ló Tribal Council
- Chief Greg Louie, Ahousaht First Nation
- Chief Byron Louis, Okanagan Indian Band
- Kukpi7 Ryan Day, Bonaparte Indian Band
- Chief Vivian Tom, Wet’suset’wen First Nation

Note: Chief Susan Miller, Katzie First Nation and BCAFN director, serves as Chair of the Committee under appointment by the Regional Chief. Ken Watts, who was an original member of the Committee, continues to serve on the Committee as a non-voting, ad-hoc member.

A Committee member may be removed or replaced by the Board from time to time as necessary or as directed by the BCAFN Chiefs-in-Assembly.



Each current Board member is automatically deemed a non-voting, ex-officio member of the Committee where he or she is not appointed as a full, voting member.

5.2 TERM

Members shall serve on the Committee until the 2017 AGM, unless such term is extended by Board resolution, or until his or her earlier resignation, whichever comes first.

6. MEETINGS

6.1 TIMES & LOCATIONS

Unless otherwise agreed to by the Committee members, meetings will be held by teleconference in accordance with the Schedule. The final meeting date and time will be determined by the Committee.

6.2 CHAIRPERSON

The Board will appoint the chairperson of the Committee (Chair) and any replacement of the Chair, if required.

If the Chair is not present at a Committee meeting within 15 minutes of the scheduled time, the members shall choose from among them an alternative to act as chair for that meeting.

6.3 DECISION MAKING

Decisions of the Committee will be made by consensus vote wherever possible. Where consensus cannot be reached, the Committee shall defer the decision in question to the Board, to be decided by majority vote.

6.4 ATTENDEES

The Committee may select one or more BCAFN staff members to attend any Committee meeting and provide administrative, technical and policy support to the Committee whenever needed, including but not limited to minute-taking, preparing agendas, coordinating meetings, etc. For greater certainty, BCAFN staff members will not be considered voting members in any Committee meeting.

Any current Board members may attend Committee meetings if they wish.

The Chair may, from time to time, request and invite technical support, consultants, experts or other guests to provide information and technical advice to the Committee, where required.



6.5 QUORUM

The quorum for a Committee meeting shall be any three members and need not include a director member nor the designated Chair.

7. REPORTING & DISSEMINATION

The Committee, with the support of the BCAFN staff, will prepare progress reports to be presented at each meeting of the Board. Minutes of all Committee meetings shall include Committee recommendations and action items, and will be included in the progress reports to be presented at Board meetings.

To ensure the Committee is able to achieve its objectives and fulfil its responsibilities as set out in accordance with these Terms of Reference, Committee members will be provided access to all Governance Documents, resolutions and other internal documents where reasonably required.

8. AMENDMENTS

Any proposed amendments to these Terms of Reference will be circulated with the Committee agenda in advance of a regularly scheduled meeting to provide all members the opportunity to consider the proposed amendment and once approved by the members, will be presented to the Board for final approval.



APPENDIX A – SCHEDULE

- April 21 & 28, 2017
- May 12 & 19, 2017
- June 2 & 16, 2017
- July 7 & 21, 2018
- August 4 & 18, 2017
- December 5, 2017
- January 17, 2018
- February 27, 2018

