

Band Council Guidelines

*A comprehensive regulation
to ensure good governance in the
Kitigan Zibi Anishinabeg community.*



Kitigan Zibi
Anishinabeg

MARCH 2010

TABLE OF CONTENTS

PURPOSE	1
EFFECT	2
DEFINITIONS	2
1.0 – GUIDING PRINCIPLES	3
1.1 CORE PURPOSE	3
1.2 VISION	3
1.3 VALUES.....	3
1.4 MISSION STATEMENT	4
2.0 – LEADERSHIP	5
2.1 GOVERNING STYLE.....	5
3.0 – CODE OF CONDUCT	6
3.1 AUTHORITY	6
3.2 LOYALTY.....	7
3.3 CONFLICT OF INTEREST	7
3.4 ACCEPTING GIFTS.....	7
3.5 INFLUENCE	7
3.6 CONFIDENTIALITY	8
3.7 COMMUNICATIONS	8
3.8 REPORTING AND ACCESS TO INFORMATION.....	9
3.9 ACCOUNTABILITY	9
3.10 ENFORCEMENT	9

4.0 – COUNCIL ROLES AND RESPONSIBILITIES	10
4.1 GOVERNANCE	10
4.2 GENERAL COUNCIL POWERS AND RESPONSIBILITIES	10
4.3 STRATEGIC PLANNING	11
4.4 FINANCE.....	12
4.5 CAPITAL PROJECTS.....	12
4.6 AGREEMENTS	12
4.7 OTHER GOVERNMENTS	13
4.8 MEETINGS.....	13
4.9 PORTFOLIOS.....	13
4.10 CHIEF’S ROLE.....	14
4.11 DISQUALIFICATION AND REMOVAL.....	14
4.12 REPLACEMENT UPON REMOVAL FROM OFFICE	15
4.13 VACANCY	15
5.0 – COUNCIL ORIENTATION	16
5.1 CORE PURPOSE	16
5.2 ORIENTATION TO KITIGAN ZIBI ANISHINABEG	16
5.3 ORIENTATION TO THE COUNCIL.....	17
6.0 – UNITY OF CONTROL.....	18

7.0 – ADMINISTRATION (ADMINISTRATORS AND STAFF)	19
7.1 GENERAL RESPONSIBILITIES	19
7.2 OPERATIONAL PRACTICES	19
7.3 DELEGATION	19
7.4 STAFF POLICY DEVELOPMENT	20
7.5 FISCAL FINANCIAL MANDATE	20
7.6 FINANCIAL ACTIVITIES AND CONTROL	21
7.7 ADMINISTRATOR AND POLICIES	21
8.0 – ASSET PROTECTION.....	22
9.0 – PRINCIPLES FOR ESTABLISHING COUNCIL COMMITTEES/ADVISORY COUNCILS	23
10.0 – COMPLAINTS AND DISPUTE RESOLUTION PROCEDURE.....	24
11.0 - REVISIONS	24
APPENDIX A	25
APPENDIX B	29
APPENDIX C	33

WHEREAS the Chief and Council of the Kitigan Zibi Anishinabeg First Nation wish to establish a comprehensive regulation to ensure good governance in the Kitigan Zibi Anishinabeg community;

THEREFORE the Chief and Council of the Kitigan Zibi Anishinabeg First Nation at a duly convened meeting do hereby adopt the following document as the KZA Band Council Guidelines with the understanding that this document is subject to periodic changes as approved at a duly convened Band Council meeting.

March 12, 2010

PURPOSE:

The purpose of this Band Council Regulations Manual is to maintain a harmonious and mutually beneficial relationship between Chief and Council and Kitigan Zibi Anishinabeg First Nation community members. This manual describes the political, functional and legal roles and responsibilities of the Chief and Council, and staff, particularly the Administrators, and defines the operational procedures to ensure and promote good governance.

Chief and Council of the Kitigan Zibi Anishinabeg First Nation desire to serve the people fairly and efficiently; accordingly, Council is determined to establish an effective working relationship with fellow Councillors and the Kitigan Zibi Anishinabeg First Nation membership.

By the regulations contained herein, the Council hereby affirms the objective of the separation of politics and administration while acknowledging they will overlap from time to time. The Council is responsible for the strategic planning and visionary leadership of the First Nation. The day-to-day activity of staff is the task of the Service Sector Administrators.

The responsibility of the Council vis a vis the economic development corporation and other First Nation controlled entities will be set out in policies and corporate constitutional documents.

EFFECT:

1. The Band Council regulations are enforceable.

DEFINITIONS:

In this manual:

“KZA”	means Kitigan Zibi Anishinabeg;
“Administrator”	means a KZA Sector Administrator;
“Chief”	means the Chief of the Kitigan Zibi Anishinabeg;
“Committee”	means a KZA committee approved by Council;
“Advisory Council”	means a KZA Advisory Council approved by Council;
“Community member”	means someone who is a registered member of the Kitigan Zibi Anishinabeg community;
“Council”	means the elected Chief and Council of the First Nation;
“Councillor”	means a member of the Council;
“First Nation”	means the Kitigan Zibi Anishinabeg First Nation;
“Membership”	means the registered membership of the First Nation;
“Person”	means an individual, a corporation, a society or other non-profit organization, a partnership, a government or any government agency or department, a trustee, any unincorporated organization and includes heirs and legal representatives of an individual.

1.0 – GUIDING PRINCIPLES:

1.1 CORE PURPOSE

The Band Council's core purpose is to respectfully, and in a transparent and accountable manner, represent the Kitigan Zibi Anishinabeg membership in all areas that may come to impact the community's rights and integrity; and to collectively work in a positive manner towards strengthening the basic fabric of the community for the present and future generations.

1.2 VISION

The Kitigan Zibi Anishinabeg through its peoples shall strive to achieve a balanced society where every member has equal opportunity to fulfill their individual potential in a safe sustainable environment on traditional lands, where the spiritual, cultural, physical and mental well-being can be achieved and where basic human needs can be attained.

1.3 VALUES

Our community values require Council to:

- Maintain as a priority a constant focus on the KZA community;
- Support the involvement of all community members who desire to participate in advancing the interests of the KZA community;
- Respect KZA history and culture;
- Respect various perspectives, opinions and beliefs;
- Wisely use a variety of resources to achieve the KZA established goals.

1.4 MISSION STATEMENT

The Kitigan Zibi Anishinabeg through the strength of its people and through the principles of cooperation and coordination by its community service sectors shall strive for a healthy community with each sector developing and implementing specific goals through a process which supports the community's strategic goals.

- Establish and maintain a healthy, forward looking community by providing quality governance with fair representation for all Members;
- Practice and promote cultural values;
- Protect and manage resources;
- Operate in a fair, honest and transparent manner;
- Mentor and educate the youth, involving them and respecting the unique challenges they face.

2.0 – LEADERSHIP

2.1 GOVERNING STYLE

The governing style of Council is to focus on leadership that will emphasize:

- The sustainable future of KZA;
- A clear separation between the role of Council and staff while acknowledging that these will overlap from time to time;
- Pro-active leadership;
- Accountability and transparency.

In this spirit, Council will:

- Be accountable to Members in the performance of its duties and obligations;
- Restrict its primary role to strategic planning and governance rather than day-to-day administrative matters;
- Direct, control and inspire KZA by carefully studying, reviewing and establishing Council policies;
- Initiate policy and not merely react to staff initiative;
- Ensure attendance at any meeting or event that requires its attendance;
- Treat individual Councillors with dignity and respect;
- Respect the role of the Council;
- Respect the role of the Chief;
- Speak with one voice, representing all Council members;
- Respect and comply with all KZA by-laws, codes, rules, regulations and policies;
- Enforce self-policing when Councillors stray from good governance and the policies contained in this Band Council Guideline Manual;
- Monitor and regularly review Council's own process and performance.

3.0 – CODE OF CONDUCT

Councillors are expected to conduct themselves in an ethical, legal and professional manner. This expectation includes proper use of authority and appropriate group and individual behaviour at all times.

3.1 AUTHORITY

Except as explicitly set forth in this manual and any other applicable KZA policies, no Councillor shall attempt to exercise individual authority over KZA. Therefore:

- Council must speak with one voice. Only Chief and Council as a whole have the authority to direct the Administrators, except as noted in these and other applicable policies or laws.
- Councillors have no authority to interact with the media or other entities on behalf of Council regarding any issue or issues that affect or may affect KZA without prior discussion of such issue or issues and approval of Council regarding such interaction.
- Councillors will make no judgment of the Administrators or staff performance unless that performance is assessed against explicit Council policies by the official process governing such performance.
- Councillors will respect all documents and instruments signed by approved signing authorities acting on behalf of the Band, including, without limitation, Band Council Resolutions, contracts, purchases and payments. Councillors will also respect all approval procedures for such documents as established from time to time.
- Unless otherwise stated in this manual, under no circumstances will Council directly advise, instruct, direct or discipline staff, except through the Administrators.

3.2 LOYALTY

The Council's ultimate loyalty is to the KZA and its members. This loyalty supersedes:

- Loyalty to any advocacy or special interest groups, and membership on other boards or staffs.
- The personal interest of any Councillor acting as an individual user of KZA's programs and services.

Defamatory, inflammatory or otherwise false statements made by Council or a Councillor about KZA or its operations will not be tolerated and will be subject to disciplinary procedures.

A Councillor will not do anything that she/he knows may adversely affect the KZA's public image or credibility, particularly in ways that would hinder the KZA's accomplishment of its strategic goals.

3.3 CONFLICT OF INTEREST

Council, Committee/Advisory Council members, the Administrators and staff shall comply with the conflict of interest rules of KZA as attached to this policy.

3.4 ACCEPTING GIFTS

A Councillor will not, directly or indirectly, accept a fee, gift or personal benefit that is connected with the Councillor's performance of his/her duties unless the gift or personal benefit is a result of protocol, in which case it will be disclosed at a duly convened Band Council meeting.

3.5 INFLUENCE

A Councillor must not use his/her position to attempt to influence in any way a decision or other action to be made or taken at a meeting or by the staff, if the Councillor has a financial interest in the matter to which the decision or action relates. A Councillor must not use his/her position to attempt to influence in any way a decision or action to be made or taken by any Person, if the Councillor has a financial interest in the matter to which the decision or action relates.

3.6 CONFIDENTIALITY

No Councillor will use or divulge to anyone personal information acquired as a result of his/her role as Councillor for his/her own benefit or advantage or for the benefit or advantage of any other Person.

No Councillor, Committee/Advisory Council member or staff (including the Administrator) will divulge any personal or other confidential information that is acquired as a result of his/her office or position role and must be kept confidential in the best interest of KZA as determined by the Council, acting reasonably, and Council will take all steps that are reasonably necessary to ensure that any such information is kept confidential.

The minutes, records or proceedings of any in camera (closed to the public) Council meeting or Committee/Advisory Council meeting will be kept in confidence in accordance with this policy by every Councillor, Committee/Advisory Council member, the Administrator, staff, or other person(s) invited or permitted to attend the meeting.

3.7 COMMUNICATIONS

Council communications will be guided by the following principles:

- Deal with all Persons in a fair, responsible and ethical manner and with honest, respectful communication,
- Maintain close communications with the Membership regarding KZA policies, programs and services – the official spokesperson for Council in this regard being the Chief, except where another Councillor or an Administrator is authorized under these guidelines to act in such a role (portfolio holder).

3.8 REPORTING AND ACCESS TO INFORMATION

Council will report, on an annual basis or with such greater frequency as may be reasonably required, to the Membership on the KZA's financial statement and KZA administered programs and services. Subject to these guidelines, Council shall permit KZA members access, at all reasonable times, to the non-confidential minutes of Council meetings, KZA bylaws and resolutions, the KZA's annual budget, monthly financial statements, audit report and KZA's administrative policies. Personal information about members will not be disclosed to any Person except in accordance with the KZA's privacy laws and policies and, in the absence thereof, generally accepted privacy principles.

3.9 ACCOUNTABILITY

Council is accountable to the KZA membership for the performance of its duties and obligations.

Councillors must carry out their duties in good faith and with due-diligence, care and skill.

3.10 ENFORCEMENT

Council has the authority to make and enforce its own rules and penalties for Councillors who are found negligent in carrying out (or failing to carry out) their duties or are otherwise in contravention with these policies.

4.0 – COUNCIL ROLES AND RESPONSIBILITIES:

4.1 GOVERNANCE

The Council’s primary responsibility is to govern as one.

The Council shall yield its authority as a whole and shall speak with one, unified voice. The Chief has limited additional roles including chairing meetings and being the spokesperson for Council. Individual Councillors, including the Chief, cannot make decisions on their own or on behalf of the Council or on KZA’s behalf.

- The Administrators are obligated to follow the direction of Council, but never obligated to follow the direction of an individual Councillor acting alone.

Without limiting the generality of the foregoing, Council will govern with an emphasis on:

- Collective leadership;
- Acknowledgement of and appreciation for, differing viewpoints;
- Respect for the separate roles and responsibilities of Council and the administration; and
- Sustainable development of the KZA community.

The Council is responsible for the interests of the Membership and the community as a whole and not special interest groups.

The Council is responsible for the best interests of the KZA membership regarding matters affecting KZA’s rights and KZA’s monies. In this respect, the KZA’s responsibility extends to Members who live off the reserve territory.

4.2 GENERAL COUNCIL POWERS AND RESPONSIBILITIES

Council’s powers and responsibilities include:

- Make and approve bylaws, regulations, rules, codes, directives, guidelines or other authorizations, standards, declarations, notices, requirements and directions.
- Authorize the expenditure of KZA program funds on behalf of and in the best interests of the KZA membership.
- Call and conduct KZA meetings.

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- Call and hold referendums. (Band capital funds, election Code, etc.)
 - Approve policies and objectives and ensure the administrators carry them out.
 - Approve new KZA programs and services.
 - Communicate with the Administrators in accordance with these regulations and other applicable KZA policies.
 - Hire and fire Sector Administrators with just cause, according to the procedures described in the Personnel Policy Manual.
 - Approve the hiring of staff reporting directly to the Administrator.
 - Approve rules governing Council's own procedure.
 - Support the Administrators in decisions made in accordance with this regulation and other KZA policies.
 - Establish Committees/Advisory Councils.
 - Establish complaints and appeals procedures.
 - Establish an independent body to resolve disputes.
 - Establish and maintain relationships with community membership.
 - If there is a conflict between Council members and quorum decides the issue, the other member must be informed of the decision.

4.3 STRATEGIC PLANNING

Council recognizes the importance of strategic planning to the future of KZA. Accordingly, Council will undertake the following:

- Establish and review the KZA's vision, long and short term goals, objectives, policies, laws, bylaws, regulations and procedures related to KZA's administrative programs and services and ensure that they are followed and implemented.
- Define specific goals and objectives for KZA programs and departments in cooperation with program supervisors and Committees/Advisory Councils where applicable and revise where appropriate.
- Ensure that all programs and services within its jurisdiction are being effectively administered, and that related policy guidelines, objectives, laws and regulations are followed.
- Undertake a comprehensive, annual evaluation and review of KZA's programs and staff roles and responsibilities.
- Regularly review and approve and, where necessary, revise KZA's strategic plan.
- Develop a communication strategy to keep the KZA membership better informed and involved in Council's decisions.

4.4 FINANCE

With respect to KZA's finances, Council's responsibilities include the following:

- Maintain a detailed Finance Policy (annual review)
- Approve the KZA's annual budget and Service Sector budgets for all KZA programs and services.
- Authorize caisse/bank as the depository for KZA program funds.
- Negotiate funding arrangements with Indian and Northern Affairs Canada as well as with other government departments for program funding that falls within the KZA's jurisdiction, and for which the Council has assumed responsibility.
- Be fully accountable to the KZA membership and to KZA's funding agents and establish such policies that may be necessary to ensure financial accountability.
- Appoint an independent auditor on an annual basis to audit the finances for KZA.

4.5 CAPITAL PROJECTS

Council shall:

- Approve and review the Infrastructure Development Plan for KZA;
- Approve any new capital or infrastructure projects for KZA;

4.6 AGREEMENTS

Council shall ensure that all contracts and agreements to which KZA is a party to are carried out according to their terms.

All contracts, agreements, documents or any instruments requiring execution on behalf of KZA will be signed by the Kitigan Zibi Band Council, except as provided under these guidelines or other applicable signatories on behalf of the KZA council.

4.7 OTHER GOVERNMENTS

Council shall:

- Subject to these policies, liaise with all levels of government and government agencies and departments on all matters affecting KZA;
- Represent the KZA's interests and the concerns of its members at meetings and conferences and report back to the Membership on key issues and concerns raised at these meetings and conferences.

Council has the discretion to delegate non-decisional authority to designated bodies at the regional, provincial and national level, to speak on behalf of the KZA community on matters pertaining to KZA's broad interests.

4.8 MEETINGS

Council shall conduct its meetings in accordance with the procedures in Appendix B of this regulations manual and any other KZA policies.

4.9 PORTFOLIOS

Council may establish portfolios whereby an individual Councillor will be delegated specific responsibilities in a specified area of Council's jurisdiction. Portfolio holders will be advisors to Council and will not direct staff.

4.10 CHIEF'S ROLE

The Chief is responsible for providing leadership to the Council and ensuring the integrity of Council's internal processes is preserved such that Council behaves consistently with its own rules and those rules legitimately imposed upon it by Persons having jurisdiction to do so.

Accordingly, the Chief:

- Is the first among equals, which means the position has no exclusive decision making powers, except in emergencies. In such cases of emergency, the Chief will report to the Council as soon as possible following his/her decision. The Chief should know the Council well enough that the decisions made in emergencies will meet approval of the Council.
- Speaks on behalf of the Council or delegates this authority.
- Chairs KZA Community Band Meetings.
- Represents KZA at ceremonial and other special functions or delegates this authority.
- Chairs the Council meetings and ensures that the meetings are conducted in an orderly and business-like manner and decides all questions of procedure.
- Ensures that all meetings and deliberations involving Council and Members will be fair, open, thorough, and orderly and allocated the appropriate amount of time keeping in mind the other matters before Council. If the Chief is unable to carry out these responsibilities, she/he shall relinquish the chair to another Councillor at that meeting.
- Shall ensure that meeting content will be limited to those issues that, according to Council policy, clearly fall exclusively within Council's jurisdiction and not the Administrator.
- May sit on any Council-authorized community committees/Advisory Councils. The Chief may delegate this authority to another Councillor.
- May delegate to another Councillor any of his/her roles and responsibilities.

4.11 DISQUALIFICATION AND REMOVAL

Notwithstanding section 3.10, a Chief or a Councillor is disqualified from holding his/her office and will immediately relinquish his/her position as Councillor, if the Councillor:

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- Is absent from three consecutive Council meetings without proper authorization;
 - Contravenes applicable conflict of interest rules;
 - Accepts gifts in contravention of section 3.4;
 - Uses his/her influence in contravention of section 3.5;
 - Uses confidential information for his/her or others benefit in contravention of section 3.6;
 - Is convicted of an indictable offence while in office (see appendix D);
 - She/he dies or resigns;
 - If she/he is found to be a mentally incompetent person or becomes of unsound mind;

A Councillor may be disqualified if she/he becomes aware that a Councillor is acting or has acted in a manner that constitutes grounds for disqualification under section 4.11 and she/he fails to notify Council of such actions within a reasonable period of time.

If it appears that a Councillor is disqualified under section 4.11 and is continuing to act in his/her capacity as a Councillor, in addition to all available remedies, any Member may file a complaint under section 11.0.

If a Councillor is confirmed disqualified under this guideline she/he will be ineligible to run for Council in the next election.

4.12 REPLACEMENT UPON REMOVAL FROM OFFICE

In the event that the Chief or another Councillor is removed from office pursuant to section 4.11, Council may call an election (dependent on whether quorum is maintained as well as period to next election) to replace that Chief/Councillor within 30 days of the date of removal to replace that Councillor.

4.13 VACANCY

Where there is a vacancy or vacancies on Council, the remaining Councillors may continue to exercise all the powers of Council until a new Councillor is elected, so long as a quorum of Council remains in office.

5.0 – COUNCIL ORIENTATION:

5.1 CORE PURPOSE

The purpose of orientation is to acquaint each Councillor with the KZA community, the Council, and the obligations and responsibilities of the individual Councillor. Orientation will be an ongoing process.

5.2 ORIENTATION TO KITIGAN ZIBI ANISHINABEG

Orientation to KZA will include the following:

- The broad general scope of KZA, including Council's purpose, vision, values, history, programs and services of the Council.
- The roles, responsibilities, relationships and structure of all levels of the KZA's operations including Council.
- Kitigan Zibi Anishinabeg First Nation service agreements.

An initial orientation should be done before the first Council meeting. It shall cover the above information, and the past or incumbent Chief (as the case may be) will review the Council information while the Administrators will review information about the operation of the KZA's administration. Outgoing Councillors will act honestly and in the best interest of KZA for the purpose of assisting the new Council in the orientation process and to facilitate the transition between Councils and Councillors.

5.3 ORIENTATION TO THE COUNCIL

Orientation of the Council will be done before or at the first meeting of new Councillors. A discussion of relevant topics will help re-orient incumbent Councillors and introduce new Councillors to the operation, roles and responsibilities of Council. Supporting information will be distributed at this meeting together with the KZA Band Council regulations Manual.

Orientation will focus on three areas:

- The importance of the Council and its contribution to meeting the needs of KZA's membership.
- A review of the Band Council Guidelines, the Financial Accountability Policy, the Kitigan Zibi Anishinabeg First Nation Conflict of Interest Rules, and any other policies that Council declares subject to this manual.
- Council's relationship with other organizations, groups and government.

6.0 – UNITY OF CONTROL

Only decisions of the Council acting as one are binding on the Administrator. Accordingly:

- Decisions or instructions of individual Councillors or Committees/Advisory Councils are not binding on the Administrators, except in rare situations when the Council specifically authorizes the exercise of such authority by Band Council Resolution.
- If an individual Councillor or Committee/Advisory Council member requests information or assistance without Council authorization, the Administrators can refuse those requests that require (in the reasonable opinion of the Administrators) a material degree of staff time or funds, or are disruptive to the Administrator's other responsibilities.
- All requests for information must be made in writing. Personal information about other Band members will not be disclosed except in accordance with the KZA's privacy policies and, in the absence of which, generally accepted protection of privacy measures.
- Except as provided in this KZA Band Council Regulations Manual or other KZA policies, the Administrators are the Council's only link to administrative activities and conduct.

Therefore:

- The Council will never give instructions to persons who report directly or indirectly to the Administrators.
- The Council will refrain from evaluation, either formally or informally, of any staff other than the Administrators.
- With respect to the treatment of paid and volunteer staff, the Council and the Administrators will operate within the guidelines of the KZA's Personnel Policy Manual.

7.0 – ADMINISTRATION (ADMINISTRATORS AND STAFF)

7.1 GENERAL RESPONSIBILITIES

The Administrators shall, subject to KZA’s policies, be responsible for the day-to-day operations of their respective service sectors, this includes:

- The implementation of KZA’s policies, programs and services.
- Recommending to Council the appointment of staff reporting directly to the Administrator.
- Recommending the hiring of specific staff and managing such staff.
- All other responsibilities specified or delegated by Council.

7.2 OPERATIONAL PRACTICES

When performing his or her duties, the Administrator will not engage in, cause or allow any practice, activity, decision or organizational situation which is unlawful, imprudent, violates the commonly accepted business and professional ethics of KZA or adversely impacts the reputation of KZA.

The Administrators and staff will not use or divulge to any person information acquired as a result of his/her role as Administrator for his/her own benefit or advantage or for the benefit or advantage of any other Person.

7.3 DELEGATION

While Council is ultimately accountable for the performance of the KZA, it must, to the greatest extent possible, be free from involvement in the day-to-day operations of the KZA community. Council therefore supports the principle of delegation to the Administrators.

7.4 STAFF POLICY DEVELOPMENT

To promote the utmost performance, Council may delegate staff policy development to the Administrators. These policies must guide the Administrators and staff. Within the limits of these policies, the Administrators will ensure to have:

- Administrative policies and procedures that ensure operational and administrative efficiency and consistency;
- Publish such procedures and make them appropriately available to all staff;
- A procedure that limits conflicts of interest to ensure openness, equal opportunity, and equal access to otherwise “inside” information.

The Administrators will be responsible for:

- Defining and ratifying staff job descriptions and responsibilities;
- Recommending to Band Council compensation of staff based on applicable adopted salary scale;
- Ensuring the staff code of ethics is upheld;
- Ensuring that all staff complies with the KZA's personnel policy.

7.5 FISCAL FINANCIAL MANDATE

With respect to planning financial matters, the Administrators will adhere to the Finance Policy and will not depart from Council's stated strategic goals or jeopardize the fiscal standard of Council. Thus, the Administrators will ensure:

- That accounting and reporting systems are consistent with generally accepted accounting principles (GAAP).
- That expenditures in any fiscal year do not exceed the operating funds that are projected for that period.
- To produce a budget which contains sufficient information.
- To produce reasonably accurate projection of revenues and expenses.
- To have a reliable cash flow projection.
- To have subsequent audit trails.
- To review and maintain monthly financial reports as prepared by the KZA Finance Department.

7.6 FINANCIAL ACTIVITIES AND CONTROL

The Administrator will oversee his/her Sector's finances in a sound, responsible and prudent manner to limit risk to KZA and ensure the proper allocation of funds. Thus, the Administrator will ensure not to:

- Commit nor expend more funds than have been provided for in a duly approved budget without prior approval from Council;
- Cause KZA's liabilities to exceed the levels provided for in a duly approved budget;
- Use any long term reserves without authorization;
- Make a single purchase or financial commitment of greater than \$5,000.00 that is not contained in the annual budget without prior approval from Council;
- Acquire, encumber, sell, transfer or otherwise dispose of assets and real property, without express written authority from the Band Council;

7.7 ADMINISTRATOR AND POLICIES

The Council will instruct the Administrators through written policies that describe the goals to be achieved and situations and actions to be avoided. The Administrators will interpret these policies in a prudent, ethical and reasonable manner consistent with KZA's vision, values and strategic plan. Therefore:

- The Administrators will take all actions and develop all activities that are consistent with Council's approved policies.
- The Council will respect the Administrator's choices and decisions if a policy is absent, provided the Administrator acts in accordance with this Manual. Through a duly adopted BCR, the Council may rescind areas of the Administrator's authority at any time.
- The Administrators will inform the Council in a memorandum when a KZA policy has been contravened.
- The Administrators, by reporting contraventions to the Council, guarantees that no contravention is intentionally kept from Council.
- The Administrators will also report contraventions or policy to the Council as part of their normal reporting.

The Administrators may delegate his/her responsibilities with the consent of Council.

8.0 – ASSET PROTECTION:

The KZA's assets must be properly cared for, including property, equipment, membership lists, and computerized data. The Administrators are responsible for adequately maintaining the assets and protecting them from unnecessary risks. To this end the Administrator will:

- Ensure all equipment is maintained adequately, reasonable wear and tear excepted;
- Make purchases with consideration of a balance between cost and long-term quality;
- Not knowingly place information and files at risk of loss or significant damage;
- Arrange for all risks insurance coverage for the KZA's property in an amount not less than full replacement value.

9.0 – PRINCIPLES FOR ESTABLISHING COUNCIL COMMITTEES/ADVISORY COUNCILS

- Council may create Committees/Advisory Councils for specific and time-limited purposes with terms of reference established in accordance with Appendix A to this Manual.
- Council will review all Committees/Advisory Councils at least annually to decide whether they should continue or be revised.
- Committees/Advisory Councils serving no useful purpose should be cancelled.
- Council Committees/Advisory Councils shall be created to help the Council do its job. Committees/Advisory Councils commonly help Council by preparing policy alternatives and implications for Council deliberation.
- Council Committees/Advisory Councils do not speak or act for Council. Council must carefully define the Committee's/Advisory Councils' terms of reference so as not to conflict with the responsibilities delegated to the Administrator.
- Council shall sit/Chair as non-voting, ex-officio members of each Council Committee/Advisory Council.
- Council Committee/Advisory Council do not exercise authority over the First Nation Administration or staff.
- Consistent with Council's broader focus, Council Committees/Advisory Councils will not deal directly with the administration of the KZA operations.
- Council will determine the functions of Committees/Advisory Councils established including those to develop policy and those established for regulatory or operation purposes.
- The names of Council Committees/Advisory Councils should be obvious, based on their form and function.

10.0 – COMPLAINTS AND DISPUTE RESOLUTION PROCEDURE

Any KZA member who believes that Council, the Administrators or other staff are not following the regulations contained in this Manual can direct his or her concerns in writing (and in person if she/he so requests) to the KZA Council. The Council shall respond to the complainant within 15 working days.

11.0 - REVISIONS

From time to time, the sections in this Band Council Guideline Manual may require revision. Council will review this guideline on a regular basis or on an annual basis and revise as necessary.

APPENDIX A

TERMS OF REFERENCE FOR ESTABLISHING A COMMITTEE/ADVISORY COUNCIL

Following is a list of the standard elements and definitions of the elements that should comprise a Committee/Advisory Council “Terms of Reference”.

DEFINITIONS

Define any acronyms that are used in the Terms of Reference.

Define any other groups (e.g. “Members refers to...”)

1. NAME AND TYPE

- What type of Committee/Council is this (i.e. Advisory, Ad Hoc, Standing, Steering, Decision Making, etc..)
- What will this Committee/Board be named?
- Give a general overview of how and why the Committee/Board was established.

2. GENERAL PURPOSE AND MANDATE

- Authority given by the Committee/Advisory Council to carry out specific tasks on its behalf.
- A statement that the Committee/Advisory Council will be provided with copies of the First Nation Mission Statement, bylaws, program and policy manuals as reference materials. This will ensure the Committee/Advisory Council is oriented to the same goals as the empowering body.
- From whom does the Committee/Advisory Council receive its authority?
- Generally, what is the Committee/Advisory Council expected to achieve on the empowering body’s behalf?
- How much freedom does the Committee/Advisory Council have?
- What is their tenure (does this Committee/Advisory Council’s job ever end)?

3. KEY DUTIES AND RESPONSIBILITIES

What are the objectives of the Committee/Advisory Council?

What are its powers and limitations?

What are the specific tasks of the Committee/Advisory Council?

How will it work towards accomplishing these tasks?

What is the Committee/Advisory Council's role in relation to the empowering body (i.e. where does it fit in on an Organization Chart)?

Conflict of Interest Guidelines will apply.

4. APPOINTMENTS AND COMPOSITION

- How are members selected/removed?
- How long do members serve?
- Will there be alternate members and if so, how will they be identified?
- What is expected of members in the way of experience, ability, knowledge, etc.?
- How is the chairperson identified and how long does he/she serve?

5. MEETINGS

- How often are meetings held?
- How are meetings scheduled?
- A requirement that all agendas be provided to the Committee/Advisory Council members and Council in advance.
- Who organizes and notifies other members of meetings?
- Who takes the minutes?
- Can Community/Advisory Council members attend some, all, or none of the meetings?
- How is this communicated?

6. RESOURCES

Financial

- What funds are allocated to the Committee/Advisory Council?
- What is the purpose of these funds (technical assistance)?
- Are there restrictions on expenditures?
- Are approvals for expenditures necessary?
- Are there timing considerations?

Staff

- Which staff will work with this Committee/Advisory Council?
- How much staff time is allocated to the work of the Committee/Advisory Council?
- What restrictions apply?
- How does the Committee/Advisory Council obtain additional time?

7. SPECIFIC ANNUAL OBJECTIVES

- What are the specific annual objectives that the Committee/Advisory Council needs to accomplish?

8. REPORTS AND TARGET DATES

- To whom does this Committee/Advisory Council report?
- How often?
- What elements must the report contain?
- Does the whole group report, or just the Chairperson?
- Must the Committee/Advisory Council seek approval from the empowering body before they act, or do they report after the fact?

9. REVIEW AND EVALUATION PROCESS

- How will this Committee/Advisory Council be evaluated?
- What will be the mark of success?
- Who will evaluate?
- Who will initiate the evaluation process?
- Do the Terms of Reference require adjustment for the next term/period?
- What is necessary before adjustments can be made to the Terms of Reference?

10. APPROVAL AND REVIEW DATE

- How much time should elapse before the empowering body reviews and approves the continuation of this Committee/Advisory Council?
- When will the empowering body make a commitment to review and approve the continuation of this Committee/Board again?

All Terms of Reference shall be dated.

APPENDIX B

COUNCIL PROCEDURES AND REGULATIONS FOR THE CONDUCT AND CONTENT OF COUNCIL MEETINGS

MEETINGS OF THE COUNCIL

- Council will meet in the KZA community on a regular basis and no less than once per month to conduct its business.
- Council will hold its first meeting within the month immediately following an election.
- Each Councillor will receive adequate notice in writing of the date, time and location of all Council meetings and other meetings which Council is expected to attend.
- Any Councillor may call an emergency meeting of the Council to discuss important business which cannot wait until the Council's next regular meeting.
- Each Councillor will attend all Council meetings and follow all approved meeting procedures.
- If a Councillor is unable to attend a duly convened Council meeting, the remaining Councillors can meet to discuss the issues and must contact the absent Councillor to fully inform him/her about the substance of such discussions before Council makes a decision.
- The absent Councillor must provide legitimate reasons for his/her absence, including: illness, weather, First Nation related travel or meetings and family emergency.
- If a Councillor is incapacitated for health reasons or cannot otherwise be contacted, Council is excused from its obligation to contact the absent Councillor and may make decisions without that absent Councillor during the period of incapacity provided all other Council procedures, including rules governing quorum, are followed.
- No Councillor may be absent for three consecutive duly convened meetings without being so authorized by Chief and Council.
- If a Councillor is absent from three consecutive duly convened meetings without authorization, they will be disqualified and removed from their Council office.

QUORUM

- Quorum for Council meetings is a majority of Council.
- If a quorum is not present within one hour of the time appointed for the meetings, the names of the Member(s) present will be recorded and the Council will adjourn all matters until the next meeting.

COUNCILLORS' DECISIONS

- Band Council Resolutions shall be presented and signed at a duly convened Band Council meeting.
- Council's decisions will only be effective upon a duly passed Band Council Resolution.
- All decisions to be made by the Council must be decided by a majority of the Councillors present.
- All Councillors present shall vote unless they are excluded due to a conflict of interest.
- Council shall attempt to seek consensus whenever possible.
- On every vote taken, Councillors shall announce their vote individually and openly.

ORDER OF BUSINESS AT REGULAR MEETINGS

The order of business at Council meetings shall be:

- Reading, correcting and adopting the minutes of the previous meeting;
- Unfinished business from the previous meeting;
- Presentation and reading of correspondence;
- Presentations and consideration of reports and petitions;
- Presentations from individual First Nation members or groups;
- New business;
- Adjournment.

MINUTES

Council will retain minutes of all Council and Community Band Meetings. Council shall appoint a member of staff to take the minutes at each such meeting.

The minutes of Council and Community Band Meetings may be made available to Membership following their adoption at the next regular meeting. Council will provide copies of minutes to Members upon request. Minutes of Council meetings held in camera will not be disclosed to Members. Personal information about First Nation members will not be disclosed in accordance with generally accepted protection of privacy measures unless otherwise approved by Council.

Council must file the minutes of in camera meetings in a secure place. These minutes are closed to the public unless and until such matter, as determined by Council is no longer confidential.

MEMBERS' ATTENDANCE AND PARTICIPATION IN COUNCIL MEETINGS

Council will provide a minimum of one week's notice of Community Band Meetings to the membership.

Except for meetings held in camera and discussions that deal with personal information or that the Council considers confidential or is otherwise protected under generally accepted privacy law, regular Council meetings are open to all Members to attend with the consent of Council.

No Member will be excluded or removed from a Council or a Community Band Meeting except for conduct deemed disruptive by Council.

Council will not vote to adopt any by-law at a meeting that is closed to the public.

AGENDA

- The Council will prepare an agenda for each meeting.
- The agenda lists the order of items to be discussed and resolutions to be considered.
- The agenda, minutes of the previous meeting and background information will be distributed far enough in advance such that Councillors have an opportunity to properly prepare for the meeting.

ADDITIONS TO AGENDA

Proposed additions to meeting agendas will be dealt with as follows:

- If a quorum is reached but not all Councillors are present at a meeting at which a proposal is made to add a matter to the agenda, Council may add the matter to the agenda for consideration if all present Councillors agree to its addition, but no decision respecting the matter will be made until the next meeting and all Councillors have had the opportunity to adequately consider the matter;
- If all Councillors are present at a meeting at which a proposal is made to add a matter to the agenda, Council may add the matter for consideration and deliberation if all Councillors agree to its addition and a decision may be made on that matter.

APPENDIX C

CONFLICT OF INTEREST RULES FOR COUNCIL, STAFF AND COMMITTEE MEMBERS

Application

- 1.0 These rules apply to members of the Kitigan Zibi Anishinabeg First Nation Council and employees (complimentary to Human Resources Policy) and members of committees of the Kitigan Zibi Anishinabeg First Nation.

Related Person

- 2.0 In these rules, “Related Person” in relation to a person subject to these rules, means a spouse, common-law spouse, child of spouse, parent, parent-in-law, brother/sister-in-law, sibling, child, grandparent, grandchild, dependant, aunt, uncle, niece, nephew, first cousin, any person with whom that person currently resides, or a corporation or other organization in which that person has an interest.

Financial Benefit

- 3.0 In these rules, “Financial Benefit” includes, but is not limited to:
1. employment benefits;
 2. contract benefits;
 3. educational, medical or other social benefits;
 4. honorariums which are above those previously agreed upon;
 5. the payment of any money; and
 6. the allotment, leasing or other grant of an interest in KZA lands.
- 4.0 A Councillor, employee or member of a committee/advisory council member must avoid all circumstances that may result in actual or perceived conflicts of interest.

When Conflict of Interest Arises

- 5.0 For the purposes of these rules, a “conflict of interest” will arise when:
- a) A Councillor, employee, or member of a committee exercises an official power or performs an official duty or function in the execution of his or her office, job or committee and at the same time knows or ought to know that in the performance of the duty or function or in the exercise of the power there is opportunity to receive a Financial Benefit for themselves or to provide a Financial Benefit to a Related Person or to otherwise create an advantage for him or her or a Related Person over and above any other member of the public, or
 - b) A Councillor’s, employee’s or committee/advisory council member’s personal interests supersede or compete with their dedication to the best interests of the Band.

Perceived Conflict

- 6.0 For the purposes of these rules, a Councillor, employee or committee/advisory council member has a perceived conflict of interest if there is a reasonable perception, which a reasonably informed person might have, that in the Councillor’s employee’s or committee member’s exercise of an official power or performance of an official duty or function must have been affected by his or her private interest.

Uncertainty

- 7.0 Where a Councillor, employee or committee/advisory council member is uncertain as to whether a conflict of interest may exist, the situation must be disclosed to Council, and Council will decide whether a conflict of interest exists.

Entire Council

- 8.0 In the event that an actual or perceived conflict of interest affects the entire Council, any member of the Kitigan Zibi Anishinabeg may raise the matter with the Kitigan Zibi Anishinabeg administrator or Band Council.

Duty to Report

- 9.0 In the event a Councillor, employee or committee/advisory council member believes another Councillor, employee or committee member to be in an actual or perceived conflict of interest, such person shall immediately report the matter to the Council or other person or body empowered to ensure the effectiveness of these rules.
- 10.0 A Councillor, employee or committee/advisory council member will not, directly or indirectly, accept a fee, gift or personal benefit that is connected with his or her performance of his or her duties unless the gift or personal benefit is a result of protocol, in which case it will be disclosed, or the fee is authorized compensation.

Influence

- 11.0 A Councillor or committee/advisory council member must not use his or her position to attempt to influence in any way a decision taken at a meeting or by the staff, if the Councillor or committee member has a financial interest or other private interest in the matter to which the decision or action relates.

Inside Information

- 12.0 A Councillor, employee or committee/advisory council member or a former Councillor, employee or committee/advisory council member shall not use any information that was obtained in the performance of his or her office and is not available to the general public for the purpose of gaining advantage over other members of the public or for the purpose of gaining or furthering a direct or indirect Financial Benefit.

Duty to Avoid Conflict

- 13.0 Councillors, employees and committee/advisory council members will arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest under these rules.

Procedure

14.0 A Councillor, employee or committee/advisory council member with an actual or perceived conflict of interest will, without delay, declare the actual or perceived conflict of interest as follows:

- a) if a Councillor or administrator, to Council;
- b) if an employee other than the administrator, to the administrator, who will notify Council;
- c) if a committee/advisory council member, to the applicable committee/advisory council, which will notify Band Council;

And Council shall advise of the appropriate action in each case.

15.0 A Councillor, employee, or committee/advisory council member who attends a meeting and has reasonable grounds to believe that he or she has an actual or perceived conflict of interest in a matter that is being considered, will disclose the general nature of the actual or perceived conflict of interest and will:

- a) not participate in any discussion or decision of or vote on any question in respect of the matter;
- b) immediately leave the meeting or the part of the meeting during which the matter is under consideration;
- c) not sign a Band Council Resolution, committee/advisory council resolution or letter in respect of the matter; and

Not attempt in any way, whether before, during or after the meeting, to influence the opinion or vote of the Council or committee/advisory council on any question in respect of the matter.

Council Disclosure

- 16.0 The Chief and each Councillor (and any interim replacements thereof) must disclose the following information upon election or appointment to office and whenever there is a change in the information disclosed under this section:
- a) all employment currently held by him or her;
 - b) any existing conflicts of interest;
 - c) the name of any company or organization in which the Councillor holds a financial interest.

Exception

- 17.0 Notwithstanding and without limiting the generality of these rules, in circumstances where it is not possible for a Councillor to avoid the appearance of according preferential treatment to a Related Person, the Councillor, employee or committee/advisory council member, as the case may be, will be guided by the Kitigan Zibi Anishinabeg values of respect for family, fairness, accountability and professionalism in any decision.

Penalty

- 18.0 Any Councillor, employee or committee/advisory council member who fails to or makes an incomplete disclosure of a conflict of interest may lose their position without prejudice to any other disciplinary or legal action the Council, on behalf of Kitigan Zibi Anishinabeg, may take.

EXAMPLES OF CONFLICTS OF INTEREST

- 1) There must be no self-dealing or any conduct of private business or personal services, direct or indirect, between a Councillor and the Kitigan Zibi Anishinabeg unless controlled by prior approved procedures to ensure openness, competitive opportunity and equal access to otherwise “inside” information.
- 2) A Councillor, employee or committee/advisory council member must not have an interest, direct or indirect, in any transaction or contract to which the Kitigan Zibi Anishinabeg or Kitigan Zibi Anishinabeg Corporation or other organization is a party, unless the interest is fully disclosed and the transaction or contract is ratified in advance.

Without limiting the generality of the foregoing, Councillors must not take part, either personally or through other means, in any decision making process of the KZA Council where such decision involves:

- a) any business or undertaking of the Councillor or Related Person;
 - b) any property or interest of the Councillor or Related Person;
 - c) a Related Person.
- 3) If a Councillor is to be considered for employment by the Kitigan Zibi Anishinabeg, he or she must temporarily withdraw from all Council discussions and decisions in relation to such employment.
 - 4) Councillors must not place themselves in a situation where they may be under obligation to someone who has business dealing with the Kitigan Zibi Anishinabeg and who would benefit from special consideration or treatment.

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- 5) A Councillor or committee/advisory council member shall not:
- a) seek, for private gain, to make use of information not available to the general public to which they have access by reason of their office;
 - b) undertake employment or have any pecuniary interests that conflict or appear to conflict with the responsibilities or duties he or she has to the KZA;
 - c) put himself or herself in a position where his or her judgment in his or her exercise of an official power or performance of an official duty or function could be adversely affected by friendship or by influences of other parties;
- 6) Under no circumstances should a Councillor, employee or committee/advisory council member choose his or her self interest over the interests of the community that he or she is employed or engaged to serve.

Note: These are examples only; as such, any reliance on them must be read with reference to the Conflict of Interest rules.

