

Summary of the Kanaka Bar Governance Code

The Governance Code is separated into seven (7) different sections:

1. Interpretation
2. Governance
3. Council Governance
4. Meetings of Council
5. Committees
6. Amendment Procedure
7. Chief Executive Officer

Collectively, these sections establish the rules of governance for Kanaka Bar. Each of these sections are briefly reviewed below.

1. Interpretation

The Interpretation Section provides a list of definitions that are used throughout the Governance Code. In legal drafting, the use of definitions is required to ensure precision in the language that's used and to ensure that everyone is aware of exactly what is being discussed.

When you encounter words in the Governance Code that begin with a capitalized letter, they are a defined term. Review the Interpretation section to identify the definition for such term.

2. Governance

This section establishes that Council is the governing body of Kanaka Bar and is elected by the Members under the Election Code.

In each year, twelve (12) General Assemblies will be held on the third Thursday of each month where Members can make recommendations to Council. Members will be updated on financial plans and consider any other business that Council wants to discuss. Every Member has the right to attend and speak at an Assembly and every Elector has the right to vote on motions.

3. Council Governance

This section establishes how Council is governed. Council must conduct themselves professionally, stay informed of issues that affect Kanaka Bar, make decisions according to what's best for Kanaka Bar and must work together as colleagues.

The role of the Chief is to ensure that Council acts with integrity and conducts its business in a beneficial manner. The Chief must be a leader, role model, positive influence to Kanaka Bar Members and will represent Kanaka Bar at special events and ceremonies.

B.G.

D.H.

Jme

J.F.

This section also establishes all the powers of Council. These powers are broad. Please review section 15 of the Governance Code which lists these powers and functions.

On a quarterly rotational basis, Council will appoint a secretary from amongst themselves to record the meetings, produce minutes and provide notices of upcoming meetings to Councilors.

4. Meetings of Council

This section establishes when and how Council Meetings will be held and the type of business that may be carried out at such meetings.

In each month, Council will meet twice to discuss Kanaka Bar issues – Council may meet more if necessary. For each Council Meeting to be properly called (and therefore, for the decisions made at the meeting to be legal), at least three (3) Councilors must be present.

For a decision to be made at a Council Meeting, a resolution must be passed. To pass a resolution, a majority of Councilors (but never less than three (3) Councilors), must vote in favour of the decision. Additionally, Council may pass written resolutions outside of a Council Meeting if it is signed by every member on Council.

When voting on a decision, every Councilor is required to vote unless they are excused by Council or possess a Conflict of Interest (discussed below). If they refuse to vote, they will be deemed to vote in favour of the decision.

Any Councilor that has a Conflict of Interest on a matter being discussed must immediately disclose the Conflict of Interest before the vote occurs. When a conflict of Interest exists, the person with the Conflict must not vote on the decision unless they disclose the Conflict to Council, and Council unanimously agrees that such Conflict does not present a material risk to the vote. Otherwise, the Councilor will not be able to vote on the decision.

5. Committees

This section allows Council to establish Committees to look into various issues that affect Kanaka Bar. These Committees will provide recommendations to Council - these recommendations are not binding on Kanaka Bar.

6. Chief Executive Officer

This section requires Council to appoint a CEO to carry on Kanaka Bar Business (defined as any business of Kanaka Bar that is delegated to the CEO). The CEO is under the control and supervision of Kanaka Bar Council at all times. Council has the ability to monitor the CEO's performance and can fire the CEO if she/he is not performing as required.

Handwritten initials: H.D., D.H., Jme, J.F.

KANAKA BAR INDIAN BAND GOVERNANCE CODE

The Governance Code of the Kanaka Bar Indian Band was approved by membership and came into full force and effect on January 29/2013.

BACKGROUND

WHEREAS:

- A. The *T'eqt'aqtn'mux* (crossing place people) are an Nlaka'pamux Nation community with indigenous rights, responsibility and authority over its people, land and resource use within their community caretaker area. Today, the *T'eqt'aqtn'mux* are known as the Kanaka Bar Indian Band ("Kanaka Bar");
- B. Kanaka Bar wishes to implement a Governance Code ("**Governance Code**") to provide a transparent leadership framework for the governance of Kanaka Bar and to ensure good administration for future generations;
- C. Kanaka Bar is committed to conduct its affairs on the basis of democratic principles;
- D. All existing policies set out and approved by the previous Council shall remain in place until amended; and
- E. Kanaka Bar is committed to transparency of its rules and policies both within and outside of its Membership and intends for this Governance Code to be made widely available for public review.

NOW THEREFORE, Kanaka enacts as follows:

Part 1

INTERPRETATION

- 1. In this Code:
 - (a) "**Assembly**" means a meeting of Members held for the purposes stated in section 6;
 - (b) "**Assembly Procedure**" means the rules and policies of Assembly established by Council in accordance with section 8;
 - (c) "**Conflict of Interest**" has the meaning set forth in section 33;
 - (d) "**Council**" means Chief and Council of Kanaka Bar;
 - (e) "**Council Meeting**" means the scheduled meetings of Council as Council may determine from time to time;

M.G.

JMC

D.H.

J.F.

- (f) **“Election”** means an election for Chief and/or Councilor carried out in accordance with the Election Code;
 - (g) **“Elector”** has the same meaning as in the Kanaka Bar Election Code;
 - (h) **“Kanaka Bar Business”** means any and all Kanaka Bar commercial operations which have been delegated by Council to be carried out by the CEO from time to time;
 - (i) **“Member”** means a member of Kanaka Bar as determined in accordance with the Kanaka Bar Membership Rules;
 - (j) **“Membership List”** has the same meaning as found in the Kanaka Bar Membership Rules;
 - (k) **“Secretary”** means a Councilor appointed by the Council on a quarterly basis to ensure official communication within Kanaka Bar is transparent;
 - (l) **“Special Meeting”** means a meeting called expressly to carry out a specific purpose; and
 - (m) **“Territory”** means the community caretaker area of Kanaka Bar.
2. When the word “including” is used in this Governance Code, it must not be construed as limited to the specific items or matters set forth immediately following such word or to similar items or matters, whether or not language such as “without limitation” or “but not limited to” is used with reference thereto.
3. The definitions in the Kanaka Bar Election Code and Membership Rules shall have the same meaning when used in this Governance Code. In the event of a conflict between the Governance Code, Membership Rules and the Election Code, the following priority shall govern: (1) Membership Rules; (2) Election Code; and (3) Governance Code.

Part 2
GOVERNANCE

4. **Governing Body.** The governing body of Kanaka Bar is Council.
5. **Assembly.** In each calendar year, Kanaka Bar will hold twelve (12) Assemblies. All Assemblies must be held on Kanaka Bar Territory.
6. **Purpose of Assembly.** The purpose of an Assembly is to allow Members to:
- (a) make recommendations to Council;

jmc 2 B.S.G. D.H. J.F.

- (b) consider reports provided by Council, staff and auditor;
 - (c) consider the budgets, Council compensation, multi-year financial plans and annual consolidated financial statements of Kanaka Bar;
 - (d) be given notice of new Members; and
 - (e) consider such other business proposed by Council.
7. **Right to Attend Assembly.** Subject to the Assembly Procedures, every Member has the right to attend and speak at an Assembly and every Elector present at an Assembly shall be entitled to one (1) vote and the right to move or second and speak to motions.
8. **Assembly Procedures.** Kanaka Bar Council may make policies and establish procedures for convening and giving notice of Assemblies and referendums and rules of procedure to be followed at Assemblies and for the holding of referendums.

Part 3
COUNCIL GOVERNANCE

9. **Election of Council.** The Kanaka Bar Election Code shall govern the Election, composition and requirements for holding the office of Chief or Councillor.
10. **Mandate of Council.** The mandate of Council is to fulfill the social, educational and economic objectives of the Members with a view towards building the foundation for the success and prosperity of future generations. All Council will conduct themselves with pride, honour, integrity and will be guided by the lessons of previous generations. Council will serve as the steward and caretaker of the Territory and the resources, culture and history that are present within it (collectively the "**Mandate**").
11. **Governing Style:** The Council will provide strategic and tactical leadership to Kanaka Bar by:
- (a) envisioning the future and staying informed of issues and trends that may affect or provide opportunities to Kanaka Bar;
 - (b) making decisions in accordance with the Mandate by assessing Kanaka Bar's needs and using best practices and the knowledge of the Membership, staff, Councilors and others with relevant experience or knowledge;
 - (c) being proactive and visionary in its thinking;
 - (d) encouraging thoughtful deliberation, incorporating a diversity of viewpoints;
 - (e) working together as colleagues, encouraging mutual support and good humor;
 - (f) having the courage to lead and make difficult decisions; and

- (g) committing to excellence in governance, including regularly monitoring, assessing and improving its own performance.
12. **Code of Conduct.** Once elected each member of Council must sign and adhere to the Code of Conduct as found in the *Kanaka Bar Election Code*.
13. **Role of the Chief.** At all times the Chief:
- (a) ensures Council acts with integrity and conducts its business consistent with established policies, procedures, laws and Kanaka Bar custom;
 - (b) provides leadership to Council;
 - (c) acts as a role model and positive influence for Members;
 - (d) ensures Council deliberations are fair, open, thorough, timely, orderly and to the point;
 - (e) is empowered to act as chairman of Council and community meetings and exercise the commonly accepted power of that position; and
 - (f) acts as the official spokesperson of Kanaka Bar at ceremonies, special functions, official business meetings and other events. This role may be delegated to a Councilor when required.
14. **Impartiality of Chief.** The Chief must at all times remain distinct and separate from management related issues which fall within the powers of the CEO. For greater certainty, the Chief must not hold the office of Chief and CEO concurrently.
15. **Powers and Functions of Council.** Subject to laws, Kanaka Bar custom and this Governance Code, the Council may take actions required to carry out its responsibilities towards the Members, including the following:
- (a) enact or amend Kanaka Bar policies or by-laws;
 - (b) authorize individuals, entities and Kanaka Bar institutions to perform particular functions programs or services;
 - (c) supervise the performance of such programs and services, and where there is a dire need and no other option, manage such programs and services;
 - (d) authorize the collection of all funds or co-sign release of funds for expenditures anticipated in the budget or as governed by the Financial Management Policy, in the absence of the Chief;
 - (e) in consultation with the CEO and the Members, approve budgets, multi-year plans and annual financial statements as governed by the Financial Management Policy;
 - (f) enter into and ratify contracts or agreements;

4
JMC M.D. D.H. J.F.

- (g) acquire and hold property, including real property, or any interest therein, sell or otherwise dispose of property or any interest therein;
- (h) administer Kanaka Bar's assets and commence legal actions, if required, to protect them;
- (i) negotiate agreements with governments and third parties;
- (j) raise, invest, expend and borrow money;
- (k) incorporate Kanaka Bar institutions, corporations or any other legal entities;
- (l) in consultation with the CEO and the Members provide for the duties, remuneration and tenure of officers, directors, trustees, employees, and contractors of such institutions including Kwoiek Creek Resources Inc. and Kwoiek Creek Resources Limited Partnership;
- (m) employ a CEO to manage and implement day to day activities and monitor his or her performance against the established policies and take corrective action if needed;
- (n) appoint persons to inquire into and report on particular matters;
- (o) propose motions and agenda items for consideration at the Assembly;
- (p) hold a referendum on any issue of major importance to Kanaka Bar including amendment of the Kanaka Bar Membership Rules and Kanaka Bar Election Code;
- (q) organize and attend the Assemblies and Special Meetings; and
- (r) do any other act and take such other steps conducive to the prosperity of Kanaka Bar and the fulfilment of the Mandate.

16. **Appointing a Secretary.** On a quarterly rotational basis one (1) of the Councilors will assume the responsibility of being the Secretary of the Council (the "Secretary"). The Secretary will be required to:

- (a) record the proceedings of any meetings with Members, other Councilors, government and other third-parties;
- (b) where required by this Governance Code, send notice of meetings to prospective attendees; and
- (c) produce minutes of the Council Meetings and distribute it in a follow-up meeting.

If the Secretary is not present at a meeting, their responsibilities will be assumed by another Councilor.

MA

D.H.
Jmc

JF

Part 4
MEETINGS OF COUNCIL

17. **Council Meetings.** The Council will hold two (2) Council Meetings each month to discuss the progress and performance of Kanaka Bar, its staff and its legal entities. Council may hold more than the prescribed number of Council Meetings if necessary. The Secretary shall notify each Councilor at least seven (7) days before the Council Meeting of the day, hour and place of such meeting ("**Advance Notice**").
18. **Quorum.** Quorum for Council Meetings and Special Meetings is three (3) Councilors. If no quorum is present within thirty (30) minutes after the time scheduled to commence the meeting, the Secretary shall call the roll and take the names of the Councilors then present and Council shall stand adjourned until the next meeting.
19. **Duly Organized.** A Council Meeting will be duly organized where:
- (a) Advance Notice is provided, or such notice is unanimously waived by Council; and
 - (b) Quorum is present.
20. **Special Meetings.** The Chief, when requested by three (3) Councilors, must call a Special Meeting. To call a Special Meeting:
- (a) a majority of Councilors must provide the Chief with reasonable notice of their intention to seek a Special Meeting indicating the purpose and necessity of such meeting; and
 - (b) upon receipt of such notice, the Chief must call a Special Meeting without undue delay.
21. **Refusal to call Special Meeting.** If the Chief fails to call a Special Meeting within seven (7) days after receiving notice of such meeting, the Councilors may call a Special Meeting at a time and place of their convenience.
22. **Duly Called Special Meeting.** A Special Meeting will be duly called where:
- (a) notice of such meeting is provided to Council at least twenty-four (24) hours in advance, or such notice is unanimously waived by Council; and
 - (b) Quorum is present.
23. **Commencing a Meeting.** The Council, as far as practicable, will commence Council Meetings and Special Meetings in the following manner:
- (a) the Chief shall be the presiding officer and upon a quorum being present, shall take the chair and call the meeting to order; and

6
jmc M.G.

D.H. J.F.

- (b) in the absence of the Chief, a presiding officer shall be chosen from among the Councilors present.

24. **Responsibility of Presiding Officer.** The presiding officer will:

- (a) maintain order, and may expel or exclude those persons who are causing a disturbance at any Assembly, Council Meeting or Special Meeting; and
- (b) decide all questions of procedure.

25. **Order of Business.** The order of business at each Council Meeting shall be as follows:

- (a) reading, correcting (if any) and adopting the minutes of the previous meeting;
- (b) completing any unfinished business;
- (c) presenting and reading correspondence and petitions;
- (d) presenting and considering committee reports;
- (e) discussing new business;
- (f) hearing deputations; and
- (g) adjournment.

This order of business may be amended in a meeting by a duly passed motion of Council.

26. **Resolutions.** Each resolution shall be presented or read by a mover, and when duly moved and seconded and placed before the meeting by the presiding officer, shall be open for consideration. After a resolution has been placed before the meeting by the presiding officer, it shall be deemed to be in the possession of the Council, and may only be withdrawn by consent of the majority of the Councilors present. A resolution will be duly passed if it receives an affirmative vote pursuant to section 27 or 28. A written resolution signed by all Council is as effective as though passed at a duly held meeting of Council.

27. **Voting.** All questions before the Council shall be decided by a majority vote of the Councilors present, provided that such majority is never less than three (3) Councilors. As far as practicable, Council will seek unanimous approval of all resolutions. Council must be informed before making decisions and must not predetermine the issues. When deciding on matters of concern for Members, Council must be cognizant of its fiduciary duty towards such Members. Each Councilor present will vote on every resolution placed before the meeting unless he or she:

- (a) is excused by Council; or
- (b) has a Conflict of Interest.

M.G.

Jmc D.H.

JF

A Councilor who refuses to vote shall be deemed to vote in the affirmative unless properly excused from voting pursuant to this section 27.

28. **Tie Vote.** The presiding officer shall not be entitled to vote unless the votes in favour and against the resolution are equal, in which case the presiding officer shall cast the deciding vote. Before such deciding vote is cast, the presiding officer will allow Council the opportunity to debate the resolution as between themselves.
29. **Order of Speaking.** When any Councilor desires to speak on a question before a meeting they shall address their remarks to the presiding officer. In the event of more than one Councilor desiring to speak at one time, the presiding officer shall determine who is entitled to speak. The presiding officer may call a Councilor to order while speaking, and the debate shall then be suspended and the Councilor shall not speak until the point of order is determined. A Councilor may speak only once on a point of order.
30. **Appeal decision of presiding officer.** Any Councilor may appeal the decision of the presiding officer at any time to the Council at a Council Meeting and all appeals shall be decided by a majority vote.
31. **Council may make Policies.** Council may make policies establishing procedures for convening and giving notice of Council Meetings and Special Meetings and rules of order and procedure to be followed at such meetings.
32. **Absenteeism.** No Councilor may be absent from three (3) consecutive Council Meetings without being authorized to do so by the Council. If a Councilor is absent without such authorization, the procedures set forth in the Election Code shall apply.
33. **Conflict of Interest.** A conflict of interest arises when there is a real or perceived direct personal benefit which may be derived from, or a personal interest which may conflict with, a decision of Council ("**Conflict of Interest**"). If a Councilor becomes aware that they have a Conflict of Interest, they must immediately disclose the extent of such Conflict of Interest before a vote occurs. A Councilor with a Conflict of Interest must excuse themselves from a vote where they have a Conflict of Interest unless:
 - (a) the extent of such perceived conflict is disclosed; and
 - (b) there is unanimous agreement from the other members of Council, as evidenced in the minutes, that such Conflict of Interest does not present a material risk to the vote.

For certainty, a Councilor who discloses a Conflict of Interest in accordance with this section 33, will not be in breach of the Kanaka Code of Conduct.

34. **Development of Governance Capacity.** The Council will invest in and develop its governance capacity as and whenever needed. This investment may include training, third-party audits,

Jmc⁸ P.S.P.

D.H. J.F.

administrative costs and other activities as needed to ensure the Council's ability to fulfill its moral and legal obligation. Any costs associated to such measures shall be incorporated in the budgets and multi-year plans.

**Part 5
COMMITTEES**

35. **Appointment of Committees.** Council may appoint committees on any matters of interests of Kanaka Bar for the purpose of providing recommendations to Council on policy alternatives. Each committee represents the Members. The composition of any committee shall be three (3) well-versed Members, one (1) Councilor and the Chief. Unless otherwise provided by a majority of Councilors, committees cannot exercise authority over Kanaka Bar staff.

No person that has participated on a committee shall be allowed to monitor organizational performance on that same topic.

36. **Voting on Committees.** The Chief shall be an ex-officio member of all committees and be entitled to vote at all committee meetings. Councilors may attend meetings of a committee and may, with the consent of the committee, take part in the discussion but shall not be entitled to vote.

**Part 6
CHIEF EXECUTIVE OFFICER ("CEO")**

37. **Appointment of CEO.** Council will appoint a CEO that, as far as practicable, will provide full support to the Council in its governance, planning and policy-setting roles. For greater certainty, Council may terminate a CEO at any time if a resolution to that effect is passed at a duly held Council Meeting or Special Meeting.
38. **Function of CEO.** The CEO shall be responsible for carrying on Kanaka Bar Business in a manner which is lawful, prudent, and in accordance with commonly accepted business practices and professional ethics. Council's only official connection to the operations of Kanaka Bar Business is through the CEO, and Council will not be directly involved in the operations of Kanaka Bar Business.
39. **Authority of CEO.** The CEO has the authority to:
- (a) employ and dismiss staff, after consultation with the Council;
 - (b) evaluate the performance of the staff on a regular basis; and

- (c) be a co-signatory for all requisition of payments and any financial instruments unless he or she is the preparer of such requisition, in which case an authorized Councilor and the Chief shall be the signatories.
40. **Control over CEO.** Council may pass resolutions or policies that affect the operations of Kanaka Bar Business and the powers of the CEO. Council will instruct the CEO through written policies and from time to time, the Council may amend such policies, which may have the effect of enhancing or limiting the powers of the CEO.
41. **Monitoring CEO Performance.** The Council will provide systematic and rigorous monitoring of CEO's job performance. CEO monitoring will be based on expected CEO outcomes as expressed in the CEO job plan approved by the Council. The Council will acquire monitoring data by any lawful method, including:
- (a) internal reports prepared by the CEO;
 - (b) external reports prepared by a third-party selected by the Council; and
 - (c) direct inspection by a designated Councilor, including input from selected community Members and staff.
42. **Communication & Support to the Council.** The CEO shall communicate with the Council in a timely and sufficient manner to keep it informed of Kanaka Bar Business or any and all others issues that may impact Kanaka Bar or Kanaka Bar Business.

**Part 7
AMENDMENT PROCEDURE**

43. **Amendment Procedure.** This Governance Code may be amended if one third (1/3) of Electors sign a petition ("**Amendment Petition**") and present it to Council which outlines the reasons for the proposed amendment, or if Council unanimously resolve to propose an amendment to the Electors ("**Amendment Resolution**"). Council shall, as soon as practicable after passing an Amendment Resolution, or within seven (7) days of receipt of the Amendment Petition, provide notice posted in the Band Office and on the Community Bulletin Board informing Electors of their right to vote on the proposed amendment ("**Amendment Meeting**"). The Amendment Meeting must take place no earlier than thirty (30) days and no later than forty-five (45) days from receipt of the Amendment Petition from the Electors. Notice of the Amendment Meeting must include the text of the proposed amendment.
44. **Amendment Vote.** If the proposed amendment receives approval of a majority of Electors at the Amendment Meeting the proposed amendment will be adopted.

M.G. *JMC* *D.H.* *JF.*

7. Amendment Procedure

This section establishes how to amend the Governance Code. If 1/3 of Electors sign and present a petition to Council or if Council unanimously agree to an amendment, then Council will hold a meeting whereby the majority of Electors present may vote for the amendment.

M.G.

DH.

JMC

JF

July 17.

**Kanaka Bar Indian Band
General Assembly - January 24, 2013**

S.No.	Print Name	Member (Yes or No)	Elector (Yes or No)	Signature
1	Patrick Mitchell	Y	Y	Patrick Mitchell
2	Zain Nayan	N	N	Zain Nayan
3	Danny Hance	✓	✓	Danny Hance
4	Roberta Samson	Y	Y	Roberta Samson
5	Karen Hance	Y	Y	Karen Hance
6	Kari Spinks	Y	Y	Kari Spinks
7	Janet Goreson	Y	Y	Janet Goreson
8	Stacy Hulbert	Y	Y	Stacy Hulbert
9	Heather Hulbert	Y	Y	Heather Hulbert
10	Don Hulbert	Y	Y	Don Hulbert
11	John W Garsick	Y	Y	John W Garsick
12	J. Frank	✓	✓	J. Frank
13	J Spinks	Y	Y	J Spinks
14	Greg Jmayor	Y	Y	Greg Jmayor
15	Madelynn Albert	N	N	Madelynn Albert
16	Dennis Hance	Y	Y	Dennis Hance
17	JR Hance	Y	Y	JR Hance
18	Donna E Hance	Y	Y	Donna E. Hance
19	Sonya Rose Williams	Y	Y	Sonya Rose Williams
20	Albert W. Mitchell	Y	Y	Albert W. Mitchell
21	Kenny Turnbull	N	N	Kenny Turnbull
22	Dora Hance	✓	✓	Dora Hance
23	Ernest Mitchell	N	N	Ernest Mitchell
24	Pauline J Mitchell	Y	Y	Pauline J Mitchell
25	Don VanderGriep	✓	X	Don VanderGriep
26	Theresa McIntyre	✓	Y	Theresa McIntyre

M.A.

Jmc D.H.

J.F.

S.No.	Name	Member (Yes or No)	Elector (Yes or No)	Signature
27	Aiyanna Albert	N	N	
28				
29				
30				
31				
32				
33				
34				
35				
36				
37				
38				
39				
40				
41				
42				
43				
44				
45				
46				
47				
48				
49				
50				
51				
52				

M.D.

2mc DH

J.F.