

KITSUMKALUM FIRST NATION

Kitsumkalum First Nation Council

Policies, Procedures, Meetings and Remuneration Policy

1.0 PURPOSE

- 1.1 The purpose of this Policy is to establish rules and regulations for Council to set policies, the procedures for Council to make decisions, the conducting of Meetings and for Council remuneration.

2.0 DEFINITIONS

- 2.1 In this Policy, unless the context otherwise requires:

“Band Manager” means the manager, chief administrative officer or head of operations of Kitsumkalum.

“Chairperson” means the chair of a Meeting appointed in accordance with subsection 3.1(f).

“Chief” means the elected Chief Councillor of Kitsumkalum.

“Conflict of Interest” means a conflict of interest as defined in the Conflict of Interest Policy.

“Council” means the Chief and Council of Kitsumkalum.

“Councillor” means the members of the Council of Kitsumkalum but not the Chief.

“Elector” means a Kitsumkalum member entitled to vote in Kitsumkalum elections.

“General Membership Meeting” means the annual meeting of the Kitsumkalum Members;

“Kitsumkalum” means the Kitsumkalum First Nation, also known as the Kitsumkalum Indian Band.

“Member” means a member of Kitsumkalum who is on Kitsumkalum’s membership list.

“Meeting” means all meetings of the Council whether regular or otherwise.

“Membership Meeting” means a meeting of the members called by Council.

“Motion” means a formal proposal made by a Member of the Council that the Council undertake or approve a specified course of action.

“Petition” means a petition pursuant to subsection 8.3(b).

“Policy” means this Kitsumkalum First Nation, Policies, Procedures, Meetings and Remuneration Policy.

“Question” means the subject matter of a proposal contained in a Motion.

“Quorum” has the meaning set out in Article 7.

“Resolution” means a Band Council Resolution or similar instrument agreed to by a Quorum at a meeting whether it is signed by Council at the time of the Meeting or thereafter.

“Special Meeting” means a meeting held pursuant to subsection 3.1 (d) or section 5.9.

“Special Membership Meeting” means a meeting held pursuant to section 8.3.

3.0 ROLE OF THE CHIEF

3.1 The Chief is the elected head of the Council. In addition to his or her role as a Councillor, the responsibilities of the Chief include the following:

- (a) Acting as Kitsumkalum's official spokesperson or representative at ceremonial occasions and other special functions;
- (b) Speaking for the Council on matters of interest or concern to Kitsumkalum;
- (c) In emergency situations, where it is not possible to call a meeting of Council, making decisions on behalf of the Council. The Chief shall report on the decisions he or she has made at the next meeting of Council, which said decisions must be ratified by Council to remain in effect.
- (d) Calling emergency or Special Meetings of the Council where the topic is of such significant importance that it cannot wait until the next regularly scheduled Council Meeting.
- (e) Calling a Special Meeting of the Council if requested to do so by a Quorum of Council; and
- (f) Acting as Chairperson at all Meetings on a revolving basis with the other members of Council. This role entails the following:
 - (i) preparing agendas for the Meetings, or ensuring that they are prepared;
 - (ii) ensuring that all Meetings are conducted in an orderly and businesslike fashion;
 - (iii) deciding all questions of procedure; and
 - (iv) conducting the Meeting in a neutral and impartial manner.

4.0 ROLE OF MEMBERS OF THE COUNCIL

4.1 The primary roles of members of the Council are to set policies and goals for Kitsumkalum and make decisions affecting Kitsumkalum or its members. The specific roles of members of Council are to:

- (a) develop policies and goals for Kitsumkalum by reviewing how well the current policies and goals are resulting in the betterment of Kitsumkalum and its members and examining other ones which may be of more benefit;
- (b) direct Kitsumkalum management and administration on policies and procedures, and project specific goals;
- (c) hire, fire or discipline the Band Manager and other managers of Kitsumkalum, all in accordance with Kitsumkalum personnel policies established by Council in their role as ultimate decision maker;
- (d) assume ultimate decision making power over corporations or other entities in which Kitsumkalum has a legal or financial interest;
- (e) liaise with other governments, their departments or agencies;
- (f) represent Kitsumkalum on political issues;
- (g) report to Kitsumkalum membership on a regular basis on issues of interest or concern to the membership;
- (h) adhere to the Code of Ethics and Conduct;
- (i) adhere to the Conflict of Interest Policy; and
- (j) acting as Chairperson at all Meetings on a revolving basis with other members of Council.

5.0 MEETINGS OF COUNCIL

- 5.1 The first Council meeting shall be held on the first Tuesday after the oath of office and the Code of Ethics and Conduct has been sworn and filed by a sufficient number of Council members to establish a Quorum.
- 5.2 After the first Council meeting held under section 5.1, the Council shall hold regular Meetings on such days and at such times and places as may be necessary to carry out their responsibilities, provided that Council shall meet at least once every month.
- 5.3 The Chief, in conjunction with the Band Manager, shall prepare an agenda for each Council Meeting. The agenda shall include a list of items to be discussed, reports to be presented, Resolutions, policies and laws to be considered.
- 5.4 The Band Manager shall post a notice setting out the day, time, place and agenda of Meetings. The notice shall be posted in a public area of Kitsumkalum's administration building at least three (3) working days before the Meeting.
- 5.5 The Band Manager shall provide each Council member with a copy of the notice of the Meeting, the agenda, the minutes of the previous regular Council meeting and any background material at least three (3) working days before the Meeting unless there is

not sufficient time to have the material ready for Council by then, despite the Band Manager having used his or her best efforts to do so.

- 5.6 Any Elector may, by written request to the Band Manager, at least three (3) working days before a Council meeting, ask that a matter be placed on the agenda of the Meeting.
- 5.7 If the requested matter is placed on the agenda, the Band Manager shall by telephone, in person or by written reply advise the Elector of the date, time and place where the matter will be considered by Council and shall provide the Elector with an opportunity to address the matter at the Meeting.
- 5.8 If the requested matter is not placed on the agenda, the Band Manager shall notify the Elector in writing of the reason why the matter was not placed on the agenda.
- 5.9 The Chief or a Quorum may call a Special Meeting to consider any matter of an urgent nature.
- 5.10 The Band Manager shall, as soon as practicable, advise each Council member in person, by telephone or by written notice, of the date, time, place and subject matter of the Special Meeting.
- 5.11 Where the Band Manager has used all reasonable effort to notify Council members of a Special Meeting, the Council members present may hold the Special Meeting notwithstanding the failure of a Council member to receive the required notice.
- 5.12 Except where a Special Meeting is required to address an emergency, all Meetings shall take place on Kitsumkalum's reserve lands.
- 5.13 A Council member may participate in a Meeting by means of telephone or other communications facilities which permit all persons in the meeting to hear each other, and in such case, shall be deemed to be present at the Meeting.
- 5.14 The accidental omission to give notice of a Meeting or the non-receipt of any such notice by a Council member, or the failure to post within the time required, provided that best efforts have been made to give such notice, shall not invalidate any proceedings at a Meeting.
- 5.15 Any Council member who misses three (3) consecutive Meetings, or five (5) Meetings out of ten (10), shall be deemed to have resigned from Council and shall no longer have any rights or benefits as a member of Council, unless a majority of the other Council members agree to waive this provision. The vacated Council position shall, unless an election of Council is scheduled to take place one (1) year or less from the date of the deemed resignation, be filled by holding a by-election.
- 5.16 A financial report shall be dealt with at each Meeting, or at least once a month by Council.
- 5.17 Council members wishing to speak shall address their remarks to the Chairperson and confine themselves to the topic then before the Meeting.

- 5.18 In the event of more than one Council member wishing to speak at one time, the Chairperson shall determine who is entitled to speak.
- 5.19 Any Council member may appeal the decision of the Chairperson. All appeals shall be decided immediately by a majority vote of the Council members present and without debate.
- 5.20 A Council member who refuses to vote shall be deemed to vote in the affirmative.
- 5.21 On every vote taken, members of the Council shall announce their votes upon the question openly, and the secretary shall record the same.
- 5.22 Council members may request the Question or Resolution under discussion to be read for their information at any period during a debate, but should not interrupt a Council member who is speaking in making their requests.
- 5.23 Regular Meetings shall be open to members of Kitsumkalum, and no member shall be excluded, except for improper conduct. Special in-camera meetings as determined by Council shall only be open to members of Council, the Band Manager, the secretary and other persons invited by Council.
- 5.24 The Chairperson may expel or exclude any person who causes a disturbance at a Meeting.
- 5.25 Council may appoint special committees on any matters as the interests of Kitsumkalum may require.
- 5.26 The Chief shall be a member of all committees by virtue of the office, but is not entitled to vote at these meetings or hold office in these committees. Other members of the Council may attend committee meetings, and may take part in the discussions, with the committee's consent.
- 5.27 Except during breaks, no person attending a Meeting, including members of Council, shall use any electronic devices during that Meeting.

6.0 ORDER OF BUSINESS

- 6.1 Unless otherwise determined by Council, the order of business at each Meeting other than a Special Meeting held under section 5.9 shall be as follows:
 - (a) call to order and opening by Chairperson;
 - (b) acceptance of agenda;
 - (c) readings of, correction to and adoption of Minutes of the previous Meeting;
 - (d) completion of unfinished business from the previous Meeting;
 - (e) presentation and reading of correspondence and petitions;

- (f) presentation of financial reports;
- (g) consideration of other reports;
- (h) consideration of any proposed Resolutions;
- (i) consideration of any proposed by-laws, policies or other matters that Council needs to make a decision on;
- (j) discussion of any new business;
- (k) each Member attending a Meeting may address Council, subject to Council prescribing a time limit for a person speaking; and
- (l) adjournment.

7.0 QUORUM

- 7.1 A Quorum is required for all Council Meetings.
- 7.2 A Quorum of Council shall, subject to sections 7.3, 7.4 and 7.5, be a majority of those Council members who are not in a conflict of interest.
- 7.3 In the event of a vacancy on Council a Quorum shall be a majority of Council members in office.
- 7.4 Where, as a result of a Conflict of Interest, a Quorum of Council under section 7.2 cannot be established, then two (2) Council members shall constitute a Quorum for determining the matter under consideration.
- 7.5 Where as a result of a Conflict of Interest a Quorum of Council can never be established, the matter shall be brought before a Membership Meeting to determine the matter or issue.
- 7.6 Notice of the Membership Meeting required under section 7.5 shall be provided to the membership at least seven (7) days before the Membership Meeting and shall include:
 - (a) the date, time and place of the Membership Meeting;
 - (b) a summary of the proposed transaction or issue to be decided and the Policy to be considered at the Membership Meeting;
 - (c) notification that a full copy of a report on the transaction or issue to be decided can be obtained at Kitsumkalum's administration building; and
 - (d) a statement that a determination of how to proceed on the proposed transaction or issue to be decided will be made by a vote of the members present at the Membership Meeting.

- 7.7 Notice of the Membership Meeting required under section 7.6 shall be provided by:
- (a) publication in Kitsumkalum's newsletter mailed to Electors, or by separate written notice delivered or mailed to the Members of Kitsumkalum; and
 - (b) posting of the notice in a public area of Kitsumkalum's administrative building.
- 7.8 At the Membership Meeting Council shall explain the report on the transaction or issue to be decided. Policy and Members may ask questions and provide comments. Following that, the membership shall vote on the proposed transaction or issue to be decided by secret ballot. A simple majority of those who vote will result in a decision binding upon Council and Kitsumkalum.
- 7.9 If no Quorum is present within one half (1/2) of an hour after the time appointed for the Council meeting, the secretary shall take the names of the Council members then present and Council shall adjourn until the next Meeting (the "Adjourned Meeting"), which said Meeting will be scheduled for the same day the following week, unless those Council members who were in attendance cannot attend on that date, in which case it will be rescheduled for the next available date. If at the Adjourned Meeting a Quorum is not present within one half (1/2) of an hour of the time appointed for the Adjourned Meeting, the majority of the members of Council present shall constitute a Quorum.
- 7.10 The Chief or Councillor acting as Chairperson of a Council Meeting shall be counted in determining whether there is a Quorum unless precluded due to a Conflict of Interest.

8.0 MEMBERSHIP MEETINGS

- 8.1 Membership Meetings shall either be General Membership Meeting or Special Membership Meetings.
- 8.2 A General Membership Meeting shall be held at least once every six (6) months.
- 8.3 A Special Membership Meeting shall be held:
- (a) where called by a Resolution; or
 - (b) upon request set out in a Petition signed by at least sixty (60) Electors, presented to Council and the Band Manager.
- 8.4 The date, time and place for a General Membership Meeting or a Special Membership Meeting shall be determined by Council.
- 8.5 If a General Membership Meeting is not held within the six (6) month period, or if a Special Membership Meeting has not been called by Council within seven (7) days of the receipt of a Petition calling for a Special Membership Meeting, the Band Manager shall set the date, time and place for the Membership Meeting.
- 8.6 Notice of the date, time place and subject matter of the Membership Meeting shall be provided to each Council member and posted by the Band Manager in a public area of

Kitsumkalum's administration building at least five (5) days before the Membership Meeting.

8.7 All Membership Meetings shall take place on Kitsumkalum's reserve lands.

8.8 A Quorum of Council is not required to be in attendance for a Membership Meeting to be validly held.

9.0 ATTENDANCE OF COUNCIL MEMBERS AT MEMBERSHIP MEETINGS

9.1 Council members shall attend all Council and Membership Meetings unless they have just cause for being absent.

9.2 A Council member shall notify Council at a Council meeting or notify the Band Manager of any anticipated absence and the reasons for such absence.

9.3 Where notification under section 9.2 is given to the Band Manager the Band Manager shall inform the other Council members of the absence and reasons.

9.4 If a Council member is absent from a Membership Meeting, the chairperson shall, if requested by an Elector, inform the members attending the Membership Meeting of the reason for the Council member's absence.

10.0 VOTING

10.1 All matters before Council for decision require a Quorum and shall be decided by a majority vote of the Council members present.

10.2 The Chief or Councillor acting as Chairperson shall be entitled to vote, unless precluded from voting because of a Conflict of Interest.

10.3 Where a Council member is precluded from voting due to a Conflict of Interest, they shall disclose the reason for the Conflict of Interest, leave the room prior to any debate on the question, and not be counted in the Quorum or vote considering the question before Council.

10.4 All Council members shall vote either in favour of, or against, a matter being considered. No abstentions are permitted on a vote.

10.5 The results of the vote shall be recorded in the minutes by the secretary.

11.0 ATTENDANCE AT MEETINGS

11.1 Council Meetings shall be open to all Kitsumkalum Members. Person who are not Kitsumkalum Members may attend all or part of a Council Meeting where permitted by a majority vote of the Council members present.

11.2 The Chairperson may request that a person, other than a Council member, leave a Council meeting where the Chairperson deems his or her conduct is improper.

11.3 Council members present may, by majority vote, determine that a Council Meeting is closed to all persons, ("in-camera") other than members of the Council, the Band Manager, the secretary and other persons permitted by Council, if the subject matter relates to or is one or more of the following:

- (a) law enforcement, if Council considers that disclosure could reasonably be expected to harm the conduct of an investigation under law or the enforcement of law;
- (b) litigation or potential litigation;
- (c) security of property located on Kitsumkalum's reserve lands;
- (d) the receipt of advice that is subject to solicitor/client privilege, including communications necessary for that purpose;
- (e) personal information about an identifiable individual where Council considers that release of such information would be inappropriate;
- (f) information which is, or information that would be, prohibited from disclosure under applicable law;
- (g) ongoing negotiations which Council considers to be of a sensitive nature;
- (h) financial matters that Council does not wish to be disclosed; or
- (i) consideration of whether a Council meeting should be in-camera.

11.4 If all or part of a Council meeting is in-camera, then Council may:

- (a) allow a representative or employee of Kitsumkalum to attend to provide assistance or information as it considers appropriate; and
- (b) allow a person other than a representative or employee of Kitsumkalum to attend, if:
 - (i) the person already has knowledge of the confidential information; or
 - (ii) the person is a lawyer attending to provide legal advice in relation to the matter; or
 - (iii) Council deems the person's attendance necessary.

11.5 Council may, at a Council meeting prior to a Membership Meeting, by majority vote of the Council members present, determine that in the community interest a Membership Meeting shall only be open to Members and to employees of Kitsumkalum whose attendance is requested by Council to inform Kitsumkalum membership on a specific matter.

- 11.6 Unless otherwise permitted by Council, only Kitsumkalum Members, non-Kitsumkalum Member spouses (including common-law spouses), and employees of Kitsumkalum whose attendance is requested by Council may attend Membership Meetings.
- 11.7 Where Council determines that a Membership Meeting is only open to Kitsumkalum Members and employees of Kitsumkalum requested to present information at the meeting, this shall be set out in the notice of the Membership Meeting.

12.0 SECRETARY

- 12.1 Council shall appoint a secretary, and an alternate.
- 12.2 The secretary, or their alternate if the secretary is not available, shall attend all Council and Membership Meetings and shall, without limiting the generality of the following:
- (a) take attendance of Council members present;
 - (b) tape record or record by hand or electronic means, or a combination of these, minutes of the Meeting or Membership Meeting. In-camera Meetings shall not be recorded, however a separate recording shall be made of the decisions made at such Meetings which will not be available for hearing by persons other than members of Council or persons authorized by Council in writing.
 - (c) record decisions and votes; and
 - (d) carry out such further duties as required by Council.

13.0 MINUTES OF MEETINGS

- 13.1 The minutes of Council Meetings shall be legibly recorded by the secretary in a Council Meeting minute book (the "Minutes"). While the Minutes may not be verbatim, they must capture the important elements of every matter discussed at a Council Meeting. Separate minutes will be kept of in-camera Meetings which shall only include a summary of the discussions that are made at such Meetings and the decisions. Minutes of the in-camera Meetings will not be available for viewing by anyone other than members of Council or other persons authorized by Council in writing. All rough drafts of the Minutes shall be kept for future reference. At a minimum, the Minutes shall include the following:
- (a) the date, time and location of the Meeting;
 - (b) the agenda of the Meeting;
 - (c) a list of those present and those absent;
 - (d) matters discussed and any amendments;
 - (e) the names of those making motions, seconding the motion and the results of the voting;
 - (f) action items assigned, to whom, and with expected completion dates and results;

- (g) matters not discussed, or decisions postponed, with an explanation; and
- (h) the date, time and place of the next Meeting.

- 13.2 The Minutes of a Council Meeting, once adopted by Council, shall be signed by all Council members who participated in the Meeting.
- 13.3 The failure or refusal by a Council member to sign the Minutes of a Council Meeting does not invalidate the adoption of the Minutes.
- 13.4 The Minutes of Membership Meetings shall be legibly recorded by the secretary in a Membership Meeting minute book.
- 13.5 The Minutes of the Membership Meetings do not have to be adopted by Council or signed by members of Council.
- 13.6 The Band Manager shall retain the electronic recordings of Council Meetings and Membership Meetings in a secure place.
- 13.7 Any Kitsumkalum Member may, at any reasonable time, inspect the Minutes of any Meeting that is not in-camera and any Membership Meeting and make copies of the Minutes upon payment of a reasonable copying fee.

14.0 RESOLUTIONS

- 14.1 Resolutions may be presented and considered at Council Meetings.
- 14.2 The Chairperson shall present and read each proposed Resolution and, upon the Resolution being moved by one Council member and seconded by another Council member, shall open discussion on the Resolution. Council members shall have the right to speak for or against the Resolution.
- 14.3 The Chairperson shall call for a vote upon completion of discussion on the proposed Resolution.
- 14.4 Unless otherwise specified in the Resolution, the Resolution shall come into effect on the date the Resolution was passed by a Quorum.
- 14.5 No passed Resolution shall be deemed invalid only by reason of a refusal or omission of a Council member to sign a passed Resolution.
- 14.6 The Band Manager shall cause a copy of all passed Resolutions to be recorded and maintained in chronological order.
- 14.7 A passed Resolution may be amended or rescinded by a subsequent passed Resolution, which:
 - (a) specifically rescinds or amends the earlier Resolution; or

(b) deals with the same matter in a different or contradictory way.

14.8 Where two passed Resolutions deal with the same matter in a contradictory way, the earlier Resolution, or parts of the earlier Resolution affected shall be deemed amended to the extent necessary to resolve the contradiction.

14.9 A Council member may request that a vote on a Resolution be recorded, in which case the secretary shall include the results of a vote, including who voted for and against the motion, in the minutes.

14.10 In emergency situations a Resolution may be signed by a Quorum of Council without a Meeting first being held and will be valid if it is ratified by a Quorum of Council at a subsequent Meeting.

15.0 ADJOURNMENTS

15.1 Meetings shall be adjourned by motion moved by one Council member and seconded by another Council member and approved by a vote of the Council members present.

15.2 A Meeting shall be deemed adjourned where there is no longer a Quorum.

16.0 COUNCIL REMUNERATION

16.1 Members of Council shall receive the sum of three hundred dollars (\$300.00) per month as an honoraria.

16.2 Effective July 10, 2010, members of Council shall, subject to section 16.4, receive an additional honoraria in the amount of one hundred and fifty dollars (\$150.00) for a full day meeting and seventy-five dollars (\$75.00) for a half day meeting. Members of Council who are also employees of the Kitsumkalum shall receive the greater of these amounts or their regular rate of pay or salary for attending such meetings.

16.3 For purposes of section 16.2, a half day meeting will be five (5) hours or less, and a full day meeting shall be over five (5) hours in length.

16.4 The amounts set forth in section 16.2 will be paid if the Chief has attended a meeting on behalf of Kitsumkalum or a Councillor has attended a meeting on behalf of Kitsumkalum at the direction of the Chief. Such meetings do not include regularly scheduled Council meetings.

17.0 AMENDMENTS

17.1 This Policy may only be amended by way of

- (a) a majority of Council passing a Resolution agreeing to the amendments; and
- (b) a majority of the Members who attend a Membership Meeting called by Council to discuss and vote on the proposed amendments voting in favour of the amendments by a show of hands.

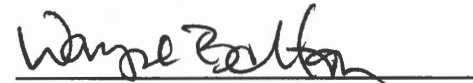
This Policy has been approved a Quorum of Council at a Meeting held on the 2nd day of APRIL, 2015.



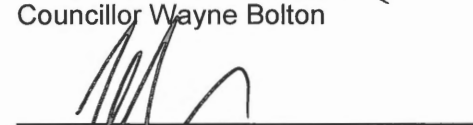
Chief Don Roberts



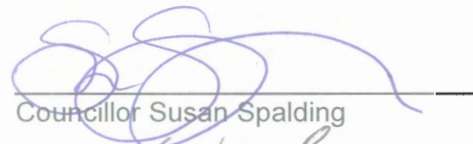
Councillor Cynthia Bohn



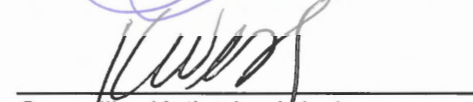
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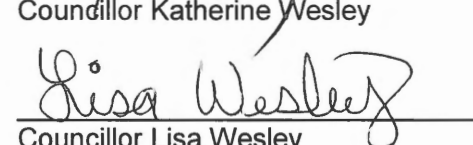
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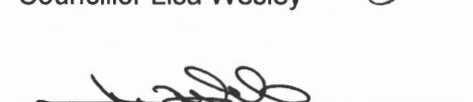
Councillor Susan Spalding



Councillor Katherine Wesley



Councillor Lisa Wesley



Councillor James Webb

