



April 19, 2017

Dear Membership,

RE: SQUAMISH NATION CHIEFS AND COUNCIL GOVERNANCE MANUAL

Squamish Nation Chiefs and Council is pleased to present the Chiefs and Council Governance Manual as approved on May 21, 2015 and amended on April 19, 2017. The development of the Governance Manual was an extensive project but is now available on the Squamish Nation Website (www.Squamish.net) for you to view or download.

The Governance Manual formalizes the rules, procedures, and processes for Council's collective role, responsibilities, and activities as it relates to effective governance of the Squamish Nation. In addition, the Governance Manual clarifies the individual roles, responsibilities and accountabilities for members serving on Council.

The contents of the Governance Manual contain the following Sections:

1. Council Procedures and Guidelines
2. Terms of Reference – Council
3. Terms of Reference – Co-Chairs
4. Terms of Reference – Councilors
5. Council – Code of Ethics and Conduct
6. Councilors – Conflict of Interest
7. Council Remuneration
8. Coming into Force Provisions
9. Annual Councilor Declarations

Chiefs and Council, and each member of Council have a fiduciary duty to observe the highest standards of honesty, loyalty, and good faith, and must always act in the best and collective interests of the Squamish Nation. It is intended that the Governance Manual will support and uphold the fiduciary duties of Council. The form and content of the Governance Manual combines generally accepted governance best practices and Squamish Nation custom and traditional protocols.

Given the degree and significance of transition needed to implement many of the



procedural provisions of the Manual, Council encountered administrative and operational challenges in bringing into play some of the provisions but expect to achieve implementation in the coming months. Despite these challenges, Council feels it is the appropriate time to make this important document available and accessible to Membership. In doing so, please be advised that some provisions are still being implemented.

We thank you for the support and patience. We believe this will benefit our communities and our overall governance.

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		 Wilson Williams		

Squamish Nation

CHIEFS & COUNCIL GOVERNANCE MANUAL

AS APPROVED BY COUNCIL MOTION ON MAY 21, 2015 and Amended
on April 19, 2017



THIS COUNCIL GOVERNANCE MANUAL PROVIDES A COMPREHENSIVE FRAMEWORK THAT FORMALIZES COUNCIL'S COLLECTIVE ROLE, RESPONSIBILITIES, AND ACTIVITIES AS IT RELATES TO EFFECTIVE GOVERNANCE OF THE SQUAMISH NATION. IT DEFINES OPERATIONAL PROCEDURES TO ENSURE AND PROMOTE ACCOUNTABILITY AND TRANSPARENCY.

THE MANUAL ALSO CLARIFIES THE INDIVIDUAL ROLES, RESPONSIBILITIES AND ACCOUNTABILITIES FOR MEMBERS OF COUNCIL.

COUNCIL CHAMBERS

“The Skwxwú7mesh Úxwumixw will protect the Amalgamation and enhance the Úxwumixw cultural values and traditions through respect, equality and harmony for all”

The Council Table is a significant meeting place for discussions and decisions by Squamish Nation Council. The cedar table was carved by artist Xwalacktun (Rick Harry) and installed in the spring of 1995.



The story carved into the table has significant messages from the past, and meaning for present and future generations of the Squamish Nation.

1. *Nséyxní7tm* (protection) represented by 16 Eyes on the outer edge signifies each councillor being watched by our ancestors, the people, community, family and most of all yourself – reminds us to have honesty and integrity in the decisions made at the table.
2. *Nch'ú7mut* (balance and wholeness) represented by three lines between each Councillor signifying mind, body, spirit to remind us to be balanced in our lives to maintain wholeness.
3. *Sínulhkay* (the Serpent) the “S” shape stands for the Squamish Nation and symbolizes not only the importance of facing our obstacles, but that obstacles will always be present.

4. *Kwéykway* (discussion) represented by the human head in the Serpent's mouth symbolizes the importance of face to face connection, to be able to communicate.
5. *Xwechtàal* (Serpent Slayer) represents strength and courage to overcome obstacles.
6. *Kál'kalilh* (Wild Woman) figure representing the traditional story of the wild woman coming at nightfall looking for children and reminds us to make decisions in the best interests of and for the protection of our children.
7. *Sp'ákw'us, Sts'úkwi7, Snexwilh* (The Eagle, Salmon, and Canoe) – represents the “Flood Story” – during the flood, the eagle with eyes on its wings watching over us, swooped down, snatched salmon from the river, and dropped them in the canoe and helped our people get through the flood. The story reminds us that the flood is always coming and the importance of being prepared.
8. *Skaatl'* (The Otter) – symbolizes happiness and the importance to be free of stress.
9. *Yéwyews* (Killer Whale) – symbolizes movement and connection to water.
10. *Mixálh* (Bear) - symbolizes power and connection to land.
11. The landmarks - *Siyám Smánit* (Chief Mountain), *Nch'kay* (Garibaldi), and *Kwetkwétxwem* (Shannon Falls) represents our lands and reminds us to protect our lands.
12. The Table is made of *Xpay* (cedar) which represents truth.

TABLE OF CONTENTS

PURPOSE	1
PRINCIPLES OF GOVERNANCE.....	3
DEFINITIONS.....	4
1.0 COUNCIL PROCEDURES AND GUIDELINES.....	9
1.1 Purpose	10
1.2 Chiefs and Council	10
1.3 Taking Office.....	11
1.4 Council Seat Vacancies	11
1.5 Co-Chairs Selection Process.....	11
1.6 Appointment of Ethics Advisor.....	12
1.7 Official Squamish Nation Spokespersons.....	12
1.8 Official Spokespersons Selection Process.....	13
1.9 Meetings of Chiefs and Council.....	14
1.10 Quorum.....	15
1.11 By-elections.....	16
1.12 Decisions and Voting.....	16
1.13 Points of Order and Questions of Privilege.....	19
1.14 Adjournments	19
1.15 Agenda Development and Regular Meeting Materials.....	19
1.16 Conflict of Interest.....	22
1.17 Order of Business at Regular Meetings.....	22
1.18 Minutes	23
1.19 Meetings of Council – Councillor Attendance.....	24
1.20 Meetings of Council – Other Attendees.....	25
1.21 Council Advisory Committees	25
1.22 Terms of Reference for Council Advisory Committees.....	27
1.23 Other Committees.....	28
1.24 Council Orientation	28
1.25 Council Performance Assessment.....	28
1.26 Administrative Support and Requests for Information.....	29
1.27 Membership Meetings.....	29
1.28 Annual General Assembly	30
1.29 Meeting Notice and Requirements	30
2.0 TERMS OF REFERENCE - COUNCIL	31
2.1 Purpose	32
2.2 Strategy Determination	32
2.3 Monitoring.....	33
2.4 Financial and Resource Stewardship.....	33
2.5 Risk Oversight.....	33
2.6 Policy and Procedures.....	34
2.7 Communications.....	35

2.8	<i>Management of Executive Operating Officers</i>	36
2.9	<i>General Obligations of Council</i>	36
3.0	TERMS OF REFERENCE- CO-CHAIRS	39
3.1	<i>Purpose</i>	40
3.2	<i>Responsibilities</i>	40
3.3	<i>Leadership</i>	41
3.4	<i>Coordination and Management</i>	41
3.5	<i>Monitoring and Oversight</i>	43
3.6	<i>Communications and Advocacy</i>	44
4.0	TERMS OF REFERENCE-COUNCILLORS	47
4.1	<i>Purpose</i>	48
4.2	<i>Responsibilities</i>	48
4.3	<i>Preparation and Attendance</i>	49
4.4	<i>Strategy and Planning</i>	50
4.5	<i>Policies and Procedures</i>	51
4.6	<i>Financial Integrity</i>	51
4.7	<i>Council Advisory Committee Work</i>	52
4.8	<i>Communication and Community</i>	53
4.9	<i>Appointed Activities</i>	54
4.10	<i>Spokespersons Terms of Reference</i>	56
4.11	<i>Reporting</i>	57
5.0	COUNCIL - CODE OF ETHICS AND CONDUCT	59
5.1	<i>Purpose</i>	60
5.2	<i>Authority</i>	61
5.3	<i>Integrity and Loyalty</i>	62
5.4	<i>Rules of Decorum</i>	63
5.5	<i>Honoraria, Gifts and Hospitality</i>	63
5.6	<i>Fundraising/Donations</i>	65
5.7	<i>Confidentiality</i>	65
5.8	<i>Communications</i>	66
5.9	<i>Accountability</i>	67
5.10	<i>Implementation</i>	68
5.11	<i>Discipline</i>	69
6.0	COUNCILLORS - CONFLICT OF INTEREST	71
6.1	<i>Purpose</i>	72
6.2	<i>When Conflict of Interest Arises</i>	73
6.3	<i>Duty to Avoid Conflict</i>	74
6.4	<i>Duty to Report</i>	74
6.5	<i>Compliance Procedures</i>	76
6.6	<i>Non-Compliance</i>	79
6.7	<i>Clarity</i>	79
7.0	COUNCIL REMUNERATION	81
7.1	<i>Purpose</i>	82
7.2	<i>Remuneration</i>	82

7.3	Exemption.....	83
7.4	Leave from Employment.....	83
7.5	Commencement of Duties.....	83
7.6	Councillor Agreements.....	84
7.7	Group Benefits Entitlement.....	84
7.8	Vacation and Holidays.....	84
7.9	Other Remuneration.....	85
7.10	Travel and Incidentals Allowance.....	85
7.11	Out of Town Travel.....	85
7.12	Office Equipment and Devices.....	85
7.13	Office Space.....	86
7.14	Retirement Allowance.....	87
7.15	Non-Returning Councillors.....	87
8.0	COMING INTO FORCE.....	91
8.1	Purpose.....	92
8.2	Coming into Force.....	92
8.3	Employment Leave.....	92
8.4	Retirement Allowance Transition Provisions.....	93
8.5	Code of Ethics and Conduct.....	93
8.6	Remuneration.....	94
8.7	Conflict of Interest Provisions.....	94
	APPENDIX – A - ANNUAL COUNCILLOR DECLARATIONS.....	95
	CODE OF ETHICS AND CONDUCT – ANNUAL DECLARATION.....	96
	CONFLICT OF INTEREST – ANNUAL DECLARATION.....	100
	CONFLICT OF INTEREST – ANNUAL DISCLOSURE.....	101
	APPENDIX – B – BEST PRACTICES FOR MEETING MATERIALS.....	105
	APPENDIX – C – GUIDELINES FOR COUNCIL COMMITTEE TERMS OF REFERENCE.....	107
	APPENDIX – D – SQUAMISH NATION OATH OF SERVICE.....	111
	APPENDIX – E – PRAYER OF AMALGAMATION.....	113

PURPOSE

This comprehensive manual for Chiefs and Council demonstrates our right to self-determination under *Skwxwú7mesh Chiyáxw* (Squamish rules and Laws), national and international law. It provides a comprehensive framework that details Chiefs and Council's collective role, responsibilities, and activities as it relates to effective governance of the Squamish Nation. It defines operational procedures to ensure and promote accountability and transparency, including appropriate separation of politics and administration.

The Squamish Nation has long asserted our right and responsibility to govern ourselves. As a Nation, we continue to carry on the vision and mandate of our past leaders to protect the Amalgamation and continue to protect and enhance our Nation's cultural values and traditions through respect, equality and harmony for all Squamish citizens.

We continue to assert and educate all levels of government that the Squamish Nation has existed and prospered within our traditional territory since time immemorial, and that we are Coast Salish people that speak our own unique and distinct language, the *Skwxwú7mesh* (Squamish) language. Our society is, and always has been, organized and sophisticated, with complex laws and rules governing all forms of social relations, economic rights and relations with other First Nations. We have never ceded or surrendered title to our lands, rights to our resources or the power to make decisions within our territory.

Chiefs and Council, and each member of Chiefs and Council have a fiduciary duty to observe the highest standards of honesty, loyalty, and good faith, and must always act in the best and collective interests of the Squamish Nation. It is intended that this Governance Manual will support and uphold the fiduciary duties of Chiefs and Council. The form and content of this Governance manual combines best practices found in corporate and government bodies in Canada as well as Squamish Nation custom and traditional practices.

This manual may be amended or revised from time to time by Chiefs and Council based on the development of new policies, Squamish Nation laws or codes, case law, or other applicable legislation. All changes to the manual must be approved through a

council motion approved by a minimum of two thirds of all Chiefs and Council members.

PRINCIPLES OF GOVERNANCE

The Squamish Nation uses a custom electoral system to elect 16 Councillors for a four-year term. Chiefs and Council shall exercise its authority as a whole and shall speak with one, unified voice.

Membership is the foundation of our Nation and the Governance Principles listed below focus on protecting the Amalgamation and enhancing the *Úxwumixw* (the Nation) cultural values and traditions through respect, equality and harmony for all.

The governing style of Chiefs and Council is based on *Chiyáxw* (Nation protocols) – follow protocols that protect the past, present and future and will emphasize leadership on:

- the healing and well-being of the community;
- creating a sustainable future for generations to come;
- being proactive rather than reactive leadership;
- accountability and transparency; and
- a clear separation between the roles of Chiefs and Council and the roles and activities of staff, while acknowledging that these will overlap from time to time, subject to committee and other approved tasks.

The governing discipline of Chief and Council is based on *Tkwayá7nmin* (to hear and listen) being open and free of bias and so will emphasize their approach to:

- being accountable to members in the performance of its duties and obligations;
- respect the role of the Chiefs and Council;
- respect the role of Co-Chairs;

- respect Membership input;
- respect administrative processes;
- respect the role of Official Squamish Nation Spokespersons; and
- respect the collective decisions of Council after a decision has been made.

DEFINITIONS

“Ad Hoc Advisory Committee” means a Chiefs and Council appointed committee approved by Chiefs and Council which functions until it completes the tasks set out in its terms of reference, as approved by Chiefs and Council. Ad Hoc Advisory Committees provide information or recommendations to Chiefs and Council toward final decision making.

“Advisory Committee” means a Chiefs and Council appointed committee approved by Chiefs and Council to provide advice on specific issues, such as investigating, reviewing, or reporting on a Chiefs and Council mandate and/or terms of reference. There are two types of advisory Committees: Ad Hoc Advisory Committees and Standing Advisory Committees.

“Council” means the duly elected Chiefs and Council of Squamish Nation.

“Councillor at Large” means an elected member of Chiefs and Council who is not an active or on leave employee of the Squamish Nation.

“Duly Convened Council Meeting” means a meeting that is called by Co-Chairs with reasonable amount of notice, consistent with the policies in this manual. The terms “Band Meeting” and “Chiefs and Council Meeting” may be used interchangeably in the manual.

“Ethics Advisor” – means an independent lawyer with appropriate expertise to provide advice on matters related to conduct, ethics, conflict of interest and other matters, who is not currently providing legal advice to the Nation.

“Fiduciary Duty” - a fiduciary duty is a legal duty to act solely in the interests of another party. Chiefs and Council, and each member of Chiefs and Council have a fiduciary duty to observe the highest standards of honesty, loyalty, and good faith, and must always act in the best and collective interests of the Squamish Nation.

“Financial Benefit” includes, but is not limited to:

- a) employment benefits;
- b) contract benefits;
- c) educational, medical or other social benefits;
- d) honorariums which are not accounted for those set out in *section 5.5c*;
- e) the payment of any money or gifts, including “finder’s fees,” royalties, kickbacks or bribes;
- f) the allocation of a Nation house and or lot; and
- g) the allotment, leasing or other grant of an interest in Squamish Nation lands.

“In Camera” means a session of Chiefs and Council which is private to the members of Chiefs and Council and whomever they wish to include in the session. The purpose of an In Camera session is to protect the privacy of an individual(s), business transaction or other issue deemed private by Chiefs and Council.

“Misconduct or Wrongdoing” includes any breach of this manual and its conflict of interest provisions, Council policies or procedures, and includes, but is not limited to the following matters involving a member of Chiefs and Council:

- a) unethical behaviour including breach of conflict of interest or code of conduct policies;
- b) conviction of an indictable offence since taking office;
- c) conviction of a summary offence that involves dishonesty since taking office;
- d) unauthorized disclosure of confidential information or is negligent in securing confidential information;
- e) preferential treatment, or conversely, display of bias in treatment;

- f) abusive or threatening behavior;
- g) harassment of any kind (including verbal, psychological or sexual);
- h) misleading or coercion of auditors;
- i) fraud or dishonesty – intentional deception for personal gain;
- j) accepts or offers a bribe, forges a council document or otherwise acts dishonest;
- k) material misrepresentation in disclosures made by or on behalf of a member of Council;
- l) is negligent in failing to secure Nation physical or intellectual property;
- m) misappropriation of funds – use of Squamish Nation’s funds for personal gain or unauthorized uses;- Making a commitment for an expenditure, liability or other transaction that is not authorized by Squamish Nation Co-Chairs or Chiefs and Council as a whole;
- n) encourages others to commit any of the above acts or omissions; or
- o) engages in such other conduct as may be determined by Council to be of such a serious nature that the conduct is considered Misconduct or Wrongdoing.

“Personal information” refers to all information that reveals factual or subjective elements of knowledge about an identifiable individual. In addition to the basic elements that are commonly used to identify and interact with an individual - such as the individual’s gender, physical characteristics, address, contact information and identification and file numbers - it also includes criminal, medical, financial, family and educational history as well as evaluative information and other details of the individual’s life.

“Private Interests” means personal and business interests, and include the personal and business interests of “Related Persons.”

“Related Person” means *ekw’i7tel* (immediate relations) and includes spouse, common-law spouse, child of spouse, parent, parent-in-law, brother/sister-in-law, sibling, child and *eslhilkw’iws* (other related or connected relations) and includes grandparent, grandchild, 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.

“Standing Advisory Committee” means an advisory committee established by Chiefs and Council. Its mandate is established by Chiefs and Council by way of Terms of Reference. Standing advisory committees provide information or recommendations to Chiefs and Council for final decision making, and continue to function until dissolved by Chiefs and Council.

1.0 COUNCIL PROCEDURES AND GUIDELINES

1.1 Purpose

The terms of reference for Chiefs and Council define the role of Council at the Squamish Nation. The Council Procedures and Regulations outline the conduct and content of Council Meetings.

1.2 Chiefs and Council

Chiefs and Council is designed to be an effective decision making body that sets the overall direction and policy agenda of the Nation, both internally and externally. Chiefs and Council ensures respect for the following principles in all its decisions, actions, and behaviors:

- a) Nation governance processes and decisions must honour and uphold the Prayer of Amalgamation 1923 (*See Appendix E – Prayer of Amalgamation*);
- b) a Squamish Nation governmental system that reflects the traditional and modern day values of the Nation;
- c) promotion, preservation, protection and enhancement of Aboriginal rights & title for Squamish Nation and its membership;
- d) preservation, protection and enhancement of Squamish Nation lands and traditional territory;
- e) preservation and enhancement of the rights and freedoms of the Squamish People;
- f) the foundations of Squamish Nation culture, traditions, language, economies and communities are strengthened and enhanced;
- g) Squamish Nation rights as Peoples to exercise and practice self-determination and self-government;
- h) protection of the integrity and authority of Squamish Nation customs, laws, and practices;
- i) preservation and enhancement of the role and equal participation of all members;

- j) a Nation government that is trustworthy, ethical, responsible and accountable;
- k) a stable and secure government; and
- l) respect for the separate roles and responsibilities of Chiefs and Council and the administration.

1.3 Taking Office

Before newly elected and returning Councillors may take their seat and vote, they must fulfill the following requirements:

- a) prior to taking the Oath of Service and being sworn in, sign the appropriate Council Agreement(s): a Code of Ethics and Conduct Certification; Conflict of Interest – Annual Declaration; and Conflict of Interest Disclosure; and
- b) Councillors must swear the Oath of Service within two weeks of the election.

1.4 Council Seat Vacancies

There may be circumstances in which a council seat becomes vacant, by way of resignation, serious illness, death or removal from office.

In the event that a Councillor lawfully vacates a council seat before the councillor's term of office expires, it is the Squamish Nation practice and custom since 1981 to leave the seat vacant. In the event more than one Councillor lawfully vacates their council seat, *section 1.11* will apply. If these provisions are in conflict with any applicable laws or regulations, Squamish Nation laws will prevail.

1.5 Co-Chairs Selection Process

At the commencement of a new Council term, Council will select amongst itself two residing members of Council to act as Co-Chairs.

It will be the sole responsibility of the Council Administration Manager to facilitate the election process for Co-Chairs.

The election of Co-Chairs will be decided by secret ballot. Council Members will be asked to nominate a member of council for the positions of Co-Chairs. Council Administration Manager will announce the Council Members that have accepted the nomination and distribute ballots to all of Chiefs and Council.

The first two candidates to receive a majority of votes shall be elected Co-Chair. In the event that no candidate receives such a majority in the first ballot, a run-off ballot shall be held. In the run-off ballot, the candidates receiving the most votes in the first ballot will be placed on a new ballot, and the candidate receiving the least amount of votes will be struck from the ballot. This process will be repeated until two candidates receive the majority votes.

In the event an elected Co-Chair resigns from their position of co-chair or vacates the seat pursuant to *section 1.4*, Council will select amongst itself a Co-Chair following the same procedures as described herein.

1.6 Appointment of Ethics Advisor

Within the final two months of a Council term, Council will select an Ethics Advisor for the next term. The Ethics Advisor will be called upon to advise Co-Chairs and/or Council as a whole, on questions of conduct, ethics, conflict of interest and other matters that may arise out of this manual. It is the responsibility of the EOO of Service Delivery to provide Council with names of qualified individuals for consideration for this post.

1.7 Official Squamish Nation Spokespersons

At the commencement of a new Council term, Council will select amongst itself two residing members to act as official spokespersons for the Squamish Nation.

The responsibilities of the Spokespersons will be guided by the Spokespersons Terms of Reference (*see Section 4.10*) approved by Chiefs and Council but generally includes:

- a) faithfully represent and advocate for Squamish Nation;

- b) as delegated by Council, attend and represent Squamish Nation at Chiefs meetings, conferences, summits, and events;
- c) be the official Council voice for Squamish Nation, delivering key messages, announcements, or press releases to the general public;
- d) be the official media liaison for Squamish Nation in collaboration with the Communications team and or communications consultant; and
- e) liaison with internal communications team and Senior Management on managing media requests and on the development and release of any press releases.

Under certain circumstances, the Co-Chairs may perform this role, or delegate responsibility to senior staff as appropriate.

1.8 Official Spokespersons Selection Process

It will be the sole responsibility of the Council Administration Manager to facilitate the election process for Official Squamish Nation Spokespersons.

The election of Spokespersons will be decided by secret ballot. Council Members will be asked to nominate a member of council for the positions of Spokesperson. Council support staff will announce the Council Members that have accepted the nomination and distribute ballots to all members of Council.

The first two candidates to receive a majority of votes shall be elected Spokespersons. In the event that no candidate receives such a majority in the first ballot, a run-off ballot shall be held. In the run-off ballot, the candidates receiving the most votes in the first ballot will be placed on a new ballot, and the candidate receiving the least amount of votes will be struck from the ballot. This process will be repeated until two candidates receive the majority votes required.

1.9 Meetings of Chiefs and Council

- a) Chiefs and Council will hold its first meeting the earlier of the first Wednesday after the oath of office has been sworn or within the month immediately following an election.
- b) After the first Council meeting held under *section 1.9 a)*, Council shall hold regular Council meetings on such days and such times and places as may be necessary to carry out their duties. Council may choose to add extra meetings at its discretion. A special meeting may be summoned at any time by the Co-Chairs, provided adequate notice as defined herein.
- c) Each Councillor will receive adequate notice of at least two (2) business days in advance, delivered in writing including by means of electronic mail of the date, time and location of all Council meetings and other meetings which Councillors are expected to attend. Each Councillor is required to confirm their attendance in person, by phone or other electronic means such as email within a reasonable time, to the Co-Chairs or Council Manager.
- d) All Council meetings will be held at Squamish Nation main office at 320 Seymour Blvd, North Vancouver or Totem Hall 1380 Stawamus Road, Squamish or other appropriate locations as determined by Co-Chairs.
- e) One of the Co-Chairs must chair the meetings of Chiefs and Council and if both Co-Chairs are absent or unable to act, the Councillors, in attendance at a meeting of Chiefs and Council, may designate a Councillor or a non-Council member to chair the meeting of Chiefs and Council. Depending on the subject matter, Councillors may continue to meet in committee, without passing motions or resolutions.
- f) A Council member may participate in a Council 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.
- g) The Co-Chairs or a Majority of Council Members may call a special Council meeting to consider any matter of an urgent nature.

- h) Council Co-Chairs will be guided by Robert’s Rules of Order as amended from time to time regarding any proceedings not specifically covered by the provisions of these policies.
- i) Councillors must conduct business efficiently, with decorum and with proper attention to the Nation’s cultural traditions. They must treat each other and others in attendance with respect at all times. This means not using derogatory language towards others, respecting the rights of other people, and treating people with courtesy at all times *(See section 5.0 – Code of Conduct and Ethics)*.
- j) On occasion, Council may decide to hold an in camera meeting to deal with what Council consider subject matters requiring confidentiality. At in camera meetings, neither the public nor the media is permitted, and recording or broadcasting of any kind of the meeting subject matter by Councillors or staff is prohibited. Disclosure of confidential information or any part of the proceedings of an in camera council meeting will be considered to constitute a prima facie breach of code of conduct, and may result in:
 - i. criminal prosecution pursuant to Section 122 of the *Criminal Code* “Breach of Trust by Public Officer”;
 - ii. civil action based on the law of misfeasance in public office; or
 - iii. sanctions by Council as set out in this manual.

1.10 Quorum

- a) A quorum of eight (8) Councillors is needed to conduct official Council business of the Squamish Nation.
- b) The practice of the Nation is that if a quorum is not present within one hour of the scheduled time for the meeting, the names of the Councillor(s) present will be recorded and the Co-Chairs may determine whether to adjourn all matters until the next meeting, or depending on the subject matter, continue to meet in committee, without passing motions or resolutions.

- c) Motions and Band Council Resolutions are enacted by a majority of Councillors in attendance. In determining the result, abstentions are considered a “yes” vote.
- d) In the event a councillor resigns or lawfully vacates a council seat, the requirement for quorum will continue pursuant to *section 1.10 a)*.

1.11 By-elections

- a) In the event the seat of a Councillor becomes vacant, Squamish Nation Election Code Regulations will apply. In the absence of any election regulations relating to by-elections, no by-election shall be held.
- b) Notwithstanding section a), if council vacancies come open such that it would be difficult to meet quorum, Council may consider filling those vacancies through a by-election.

1.12 Decisions and Voting

- a) There are two kinds of Council decisions: a Band Council Resolution (BCR) and a Council Motion. BCR’s and Council Motions are written decisions made at a council meeting that must have support of the majority of council members. A Band Council Resolution, in addition to the above, requires signatures for legal and other purposes.
- b) All Councillors present shall vote unless they are excluded due to a conflict of interest (*See Sections 1.16, 6.0 and Appendix A of this document*).
- c) All Band Council Resolutions and Council motions shall be presented to Council for review and decision at a duly convened Council meeting.
- d) Council decisions will only be effective upon a duly executed Band Council Resolution or motion.
- e) All decisions to be made by Council must be decided by a majority of the Councillors present at a duly convened meeting.

- f) All resolutions/motions must be moved and if seconded, the Chair shall place the motion before Council for discussion and debate. The Chair shall not allow discussion or debate on an issue unless a motion which has been properly moved and seconded is before Council.
- g) Every Council Member has the right to speak to every debatable resolution/motion before it is finally acted upon. A Council member who desires to speak in debate must first obtain the floor by signaling a request and receiving approval from the Chair. In the debate, each member has the right to speak twice on the same question on the same day, but may only speak a second time on the question in the same day if all others who wish to speak on it have had an opportunity to do so once. In the first address, no one may speak to a motion for longer than ten minutes. In the second address, no one may speak to a motion for longer than two minutes. This may be extended in special circumstances, at the discretion of Co-Chairs.
- h) Debate must be confined to the merits of the pending question. Speakers must address their remarks to the Chair, maintain a courteous tone, and - especially in reference to any divergence of opinion – should avoid injecting a personal note into debate. To this end, they must never attack or make any allusion to the motives of fellow Council members.
- i) Unless otherwise specified in the Resolution/motion, the Resolution/motion shall come into effect on the date the Resolution was passed.
- j) No passed Resolution shall be deemed invalid only by reason of a refusal or omission of a Council member to sign a passed Resolution.
- k) In order to end the debate on a motion a member must call *swelkw'áls* (question) in order to move “that the question be called.”
- l) Only Council members can cast a vote.
- m) The Chair may vote if there is a tie.

- n) In the case of a tie where a non-council member is chairing the meeting, the question is lost.
- o) On every vote taken, Councillors shall announce their vote individually and openly, and each Councillor's vote shall be registered and tracked through the meeting motion. All Council members shall vote either in favour of, or against a matter being considered. If a person leaves the room without voting, this shall be considered an abstention, which is an affirmative vote. Where a Council member is precluded from voting under conflict of interest rules set out in *section 6.0* of this manual, 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.
- p) Under very limited circumstances, where an issue is time-sensitive and in the ordinary course of business, Co-Chairs may take an electronic poll for the approval of a resolution and use of an electronic signature block, which will be read into the record at the next duly convened Council meeting.
- q) All councillors will uphold the decisions made by a majority of Council, regardless of the level of prior individual disagreement.
- r) A passed Resolution/Motion may be amended or rescinded by a subsequent passed Resolution/Motion.
- s) Where two passed Resolutions/Motions deal with the same matter in a contradictory way, the earlier Resolution/Motion, or parts of the earlier Resolution/Motion affected shall be deemed amended to the extent necessary to resolve the contradiction.
- t) The Council Manager will ensure all passed Resolutions/Motion are recorded and maintained in chronological order.

1.13 Points of Order and Questions of Privilege

- a) The Chair is responsible for enforcing the rules and ensuring decorum. However any Councillor may call the attention of the Chairperson to these issues through a Point of Order or a Question of Privilege.
- b) Any Councillor may interrupt another Councillor to raise a Question of Privilege. Questions of Privilege must be urgent issues that are affecting the rights of Council or a Councillor (e.g. noise level, or the introduction of a confidential issue during an open session).
- c) Any Councillor may interrupt another Councillor to raise a Point of Order. Points of Order must be related to a specific rule violation.
- d) If a Councillor raises a Point of Order or a Question of Privilege, debate shall stop and the Chair shall recognize the Councillor. The Councillor shall briefly explain their issue without addressing any other topic. The Chair shall then make a ruling on the Point of Order or Question of Privilege.

1.14 Adjournments

- a) Meetings shall be adjourned by motion moved by one Council member and seconded by another Council member and approved by a vote of Council members present.
- b) A meeting shall be deemed adjourned where there is no longer a quorum.

1.15 Agenda Development and Regular Meeting Materials

- a) Having an agenda and adequate notice and materials available allows council to operate efficiently and effectively, and make informed decisions. The Council Manager is responsible for developing a draft agenda based on consultation with the EOs and instruction from the Co-Chairs. It is the responsibility of the Council Manager to ensure that all supporting documents and draft motions are supplied in a timely manner. The initial draft agenda should be presented to Co-Chairs for approval at least four (4) business days in advance of the next

meeting, and after being approved, shall be circulated to Councillors. The final draft agenda should be presented to Co-Chairs for approval at least two (2) business days in advance of the meeting, and after being approved, will be circulated to all members of Council with all relevant supporting documents and background materials.

- b) Agendas will list the order of items to be discussed and identify all resolutions to be considered. In addition, Co-Chairs will determine which sections of the agenda will be in camera.
- c) The Council Manager will ensure that all relevant documents and background materials for Council are received in advance of a meeting, to allow members of Council to contribute to the discussion and make an informed decision (*see Appendix B for Meeting Materials best practices*). Relevant documents and background materials include a written briefing note (prepared by the respective Department or staff presenting the motion), a draft motion and independent written opinions from legal counsel, accountants, financial advisors and other professionals. In consultation with EOs and Co-Chairs, agenda items may be removed or deferred to a future meeting if all necessary supporting documents are not provided within three (3) business days in advance of the Council meeting.
- d) Under normal circumstances, the agenda and supporting materials will be distributed to Chiefs and Council to provide adequate time for Councillors to review and consider the materials. If written materials are not received in advance of the meeting, Co-Chairs may remove the item from the agenda.
- e) All materials distributed to Council for purposes of their meeting must be complete, concise and organized in a manner that focuses attention on critical issues requiring consideration and decision. All materials distributed to Council for purposes of their meeting become part of the official record of Council and must be deposited with Council Support Staff for maintenance, safekeeping and access.

- f) Under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written materials in advance.
- g) If Co-Chairs give the direction to treat documents as confidential, Council Support Staff must clearly mark the documents as “Confidential” on every page, distribute them at the meeting of Council and collect the documents from Councillors after they have been considered at the meeting.
- h) Any document marked “Confidential” under these rules form part of the official record of Council, but pursuant to *Section 1.9 h)*, Council and Council Support Staff must not distribute, publish or allow any other person to access these documents without the express written permission of both Co-Chairs.
- i) A Councillor may request a revision to the Agenda of a regular meeting by making a written request to the Co-Chairs at least three (3) business days before the scheduled date of the meeting, unless the request is considered an exceptional circumstance and a time sensitive matter which requires a council decision before the next scheduled meeting. Notwithstanding *section 1.15 j)*, the Co-Chairs have discretion to add an agenda item at any time in advance of a meeting but the agenda item will be subject to the conditions prescribed in *section 1.15 j)*.
- j) All Councillors are free to suggest additions to the Agenda during the meeting, and Council may add the matter to the Agenda for consideration and deliberation if all present Councillors agree to its addition. However, no decision respecting the matter will be made until the next meeting, except where a majority of Councillors agree to its addition and that a decision is to be made on that matter.

1.16 Conflict of Interest

A conflict of interest arises when a Councillor making a decision in his or her public capacity has a personal or business interest in the outcome of the decision, and might therefore gain from the decision. For additional details regarding conflict of interest please see *Section 6.0* of this document.

- a) If a Councillor has a conflict of interest or a perceived conflict of interest respecting a subject matter on the agenda of a meeting of Council, the Councillor must declare the conflict of interest. It is the custom of the Nation that a Council member with a declared conflict may address the Council once regarding the subject matter, but must leave immediately after the statement is made, and they cannot return until after the subject matter has been discussed and/or voted on. So as to uphold both respect for Nation culture and maintain Council integrity, Councillors must not engage in discussion of the issue while the Council member with the declared conflict is in the room.
- b) In the Squamish Nation culture, it is also the custom that members may ask someone to speak on their behalf. It is the custom of the Nation that a Council member may address the Council on behalf of another party regarding the subject matter, but must declare a conflict if one exists (consistent with *Section 6.0* of this manual). Accordingly, the Councillor must leave immediately after the statement is made, and they cannot return until after the subject matter has been discussed and/or voted on. So as to uphold both respect for Nation culture and maintain Council integrity, Councillors must not engage in discussion of the issue while the Council member with the declared conflict is in the room.

1.17 Order of Business at Regular Meetings

The order of business at Council meetings may include:

- a) Call to Order and opening prayer;
- b) Co-Chairs Housekeeping;

- c) Reading, additions and acceptance of Agenda by approval of Council;
- d) Correction to and adoption of record of decision of previous Council meeting;
- e) Completion of business arising from previous meetings;
- f) Consideration for approval of Departmental reports, requests and recommendations;
- g) Presentations of financial or information reports from Departments;
- h) Presentations from Squamish Nation members or groups for purposes of problem solving, mediating, and/or listening to grievances;
- i) Consideration of resolutions;
- j) Consideration of Squamish Nation by-laws; and
- k) Discussion of any new business.
- l) Adjournment.

1.18 Minutes

- a) Minutes of all Council meetings will be electronically recorded and retained.
- b) Council meetings will be transcribed verbatim for the written record within a reasonable amount of time only when requested by Council.
- c) A record of decision will be created for each Council meeting that summarizes decisions, outcomes and action items, and shall be provided to the members of Council as soon as practical at the beginning of a future duly convened meeting of Council.
- d) The record of decisions presented at a duly convened Council meeting shall be reviewed, corrected and adopted by Council.
- e) Council record of decisions must record the mover and seconder, and the results of the votes on all resolutions and motions. The record of voting will also be read into the minutes, including how each person voted, and who abstained.

- f) Squamish Nation members may make an appointment to come in and review the Council record of decisions at the main office of the Squamish Nation and may make copies of the minutes upon payment of a reasonable copying fee.
- g) Any notes or minutes (if any) of Council meetings held in camera will not be disclosed to members or to Councillors who have a conflict of interest regarding the subject matter.
- h) Motions or resolutions made in camera should be read into the official record. If the motions or resolutions contain confidential information, that portion will not be read into the record until (or if) the confidentiality provisions are lifted.
- i) Resolutions or motions that are confidential will not be disclosed to members until (or if) the confidentiality provisions are lifted.
- j) Personal information about any individual, Squamish member or other, will not be disclosed in accordance with any legal requirements and privacy measures.
- k) The Council support staff shall retain the electronic recordings of Council meetings, transcribed minutes and record of decisions of all Council meetings in a secure location.

1.19 Meetings of Council – Councillor Attendance

- a) Subject to Council agreement for a specific meeting, attendance at a meeting of Council by any Councillor may be by way of personal attendance, or by way 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.
- b) If a Councillor is unable to attend a duly convened Council meeting, he or she must provide legitimate reasons by email for his/her absence to Co-Chairs giving as much notice as possible prior to the scheduled meeting time.
- c) Councillors are expected to attend all duly convened Council meetings, except where Council determines that factors beyond a Councillor's control prevented

an individual from attending all meetings. For the purposes of the attendance record, Councillors must attend the entirety of the meeting unless otherwise approved by Co-Chairs for legitimate reasons.

- d) No Councillor may be absent for three consecutive duly convened meetings without being authorized by Co-Chairs under the provisions of *Section 1.19 b)*.
- e) If a Councillor is absent from three consecutive duly convened meetings without authorization, they will be subject to the disciplinary process set out in *Section 5.0* of this manual.

1.20 Meetings of Council – Other Attendees

- a) Meetings not declared in-Camera (or otherwise subject to privacy laws), shall be open to Squamish Nation membership, and no Member shall be excluded except for improper conduct. The Chair may expel or exclude from any meeting any person who causes a disturbance at the meeting.
- b) EOOs of the Nation are expected to attend all meetings of Council where they are responsible for a subject matter under discussion.
- c) Despite any other rules, Council may exclude the EOOs from all or any part of a meeting of Council.
- d) Co-Chairs and EOOs shall work collaboratively to determine which members of staff, consultants or guests will attend a meeting for a specific agenda item. The roles of staff, consultants and guests should be clear at all times.

1.21 Council Advisory Committees

- a) Council may establish Council advisory committees, which may include relevant staff and/or consultants, to provide advice on specific issues that are primarily the responsibility of Council. These committees will be focused on strategic and policy direction and not day-to-day administration matters.

- b) There are two types of advisory committees: Ad Hoc advisory committees or Standing advisory committees. A Standing advisory committee continues to function until dissolved by Council, and an Ad Hoc advisory committee functions until it completes the tasks set out in its terms of reference, as approved by Council.

Co-Chairs will facilitate the selection of members of each committee taking into account the preferences, skills and experience of each councilor and each Committee will elect its chairperson from the appointed committee members of the respective committee

- c) The Chair of the committee may invite input from members of Council who are not appointed to the committee, and also may consider requests to attend from members of Council who are not appointed to the committee.
- d) Council must approve the terms of reference for each committee.
- e) EOOs may attend all committee meetings, unless otherwise directed by Council.
- f) Quorum will be defined in the Terms of Reference of each committee.
- g) A non-Councillor appointed to a committee is a non-voting member of that committee.
- h) Council must consider reports of committees but is not required to accept or adopt committee recommendations.
- i) Committees will be provided with copies of the Squamish Nation Mission Statement and other relevant materials as determined by the Co-Chairs, including bylaws, program and policy manuals, meeting minutes, Band Council Resolutions specific to this issue, with timelines and expectations, as reference materials. This will ensure the Committee is oriented to the same goals as Council.
- j) Council Standing advisory committees that must be established are: Finance and Audit Committee, and Governance and Risk Committee.

- k) Council advisory committees do not exercise authority over Administration, Staff or Council, but may make requests for relevant information through Co-Chairs of Council.

1.22 Terms of Reference for Council Advisory Committees

- a) A Terms of Reference must be created for each Council Advisory Committee. Once Council have determined that an advisory committee will be created, and Co-Chairs have facilitated a process to name committee members, the Committee shall develop the terms of reference and bring it to Council for approval.
- b) Following is a list of the standard sections that should comprise a Council Advisory Committee Terms of Reference:
 - i. Name and Type
 - ii. General Purpose and Mandate
 - iii. Key Duties and Responsibilities
 - iv. Appointed Members
 - v. Meetings
 - vi. Resources Needed – Financial and Human Resources
 - vii. Specific Annual Objectives
 - viii. Reports and Target Dates
 - ix. Review and Evaluation Process
 - x. Approval and Review Date

(Please see Appendix C for guidelines regarding the above-noted sections)

1.23 Other Committees

- a) From time to time Council may create other committees, either through laws enacted by Council or requested by Council or membership and approved by Council.
- b) Some committees are established under separate bylaws or codes of the Nation and do not fall within the purview of this manual.

1.24 Council Orientation

- a) Council Support Staff are responsible for providing an orientation package for Councillors, which shall include the Council Governance Manual and other relevant Council materials.
- b) The EOs and Co-Chairs shall work together to develop and provide a mandatory orientation briefing/workshop with Squamish Nation Departments for Council.
- c) Beyond the initial orientation, Councillors can expect ongoing opportunities for capacity development by way of educational departmental presentations and other Councillor training as deemed appropriate, including Councillor roles and responsibilities.

1.25 Council Performance Assessment

- a) Council is committed to providing fair, equitable and responsible governance at all times. Co-Chairs and EOs will implement an annual process for assessing the performance and compliance of Council and its advisory committees against this manual.
- b) The objective of this assessment is to contribute to a process of continuous improvement by seeking feedback about what has been accomplished and where goals have not been met, what were the challenges or barriers to success.

- c) The assessment process must provide a means to identify any areas where Councillors are of the view that Council could be working more effectively.

1.26 Administrative Support and Requests for Information

- a) Individual councillors or Committees who require administrative support must go through Co-Chairs for such requests.
- b) Co-Chairs are responsible for accommodating reasonable requests for administrative support to a Councillor, to enable the Councillor to carry out his or her responsibilities as a member of Council or an advisory committee.
- c) Individual councillors or Committees who require information from Chiefs and Council Support Staff or Squamish Nation Administration Staff must go through Co-Chairs for such requests.
- d) Co-Chairs are responsible for accommodating reasonable requests for information to enable the Councillor to carry out his or her responsibilities as a member of Chiefs Council or an advisory committee.

1.27 Membership Meetings

- a) Membership meetings shall be either a Membership Information Meeting or Special Membership Meeting.
- b) Membership Information Meetings shall be held as determined by the EOO of Service Delivery working with Council and in consultation with appropriate department(s) and shall be held approximately three (3) time per year.
- c) Special Membership Meetings shall be held where called by either Council, EOO's of Service Delivery and Intergovernmental Relations, Natural Resources & Revenue, a Department Head or upon request set out in a Petition signed by at least 30% of the eligible voters of Squamish Nation and presented to the EOO of Service Delivery and Council for consideration and response on Petition request.

- d) Motions or Resolutions made at Membership Meetings described under this section may be taken under consideration by Council for review and decision at a future duly convened Council meeting in accordance with the provisions of this Governance manual and in accordance with fiduciary responsibilities to act in the best and collective interests of the Squamish Nation.
- e) Quorum of Council is not required for Membership Meetings.
- f) Notice of Membership Meetings shall be in accordance with Section 1.29

1.28 Annual General Assembly

- a) Notwithstanding Section 1.27, no later than November 30 of each year, Council or its designate shall schedule an Annual General Assembly to present the audited financial statements of the preceding year in addition to other relevant reports and updates from Council, EOO's of Service Delivery and Intergovernmental Relations, Natural Resources & Revenue, and Department Heads as appropriate.
- b) Notice of the Annual General Assembly will be in accordance with Section 1.29.

1.29 Meeting Notice and Requirements

- a) The date, time, place and subject matter of a meeting described in Sections 1.27 and 1.28 shall be determined by the EOO of Service Delivery working with Council and in consultation with appropriate department or staff as needed.
- b) Notice of the date, time, place and subject matter of a Meeting described in Sections 1.27 and 1.28 shall be provided to each Council Member and at minimum posted by the EOO of Service Delivery on the Squamish Nation website and other public areas of Squamish Nation lands at least 30 days prior to the meeting.
- c) All meetings described in Sections 1.27 and 1.28 shall take place on Squamish Nation lands.

2.0 TERMS OF REFERENCE: COUNCIL

2.1 Purpose

The purpose of this section is to define the responsibilities of Council as a whole to meet its fiduciary duties to the Nation. A fiduciary duty is a legal duty to act solely in the interests of another party. Council, and each member of Council have a fiduciary duty to observe the highest standards of honesty, loyalty, and good faith, and must always act in the best and collective interests of the Squamish Nation.

This fiduciary duty includes the responsibility of Council as a whole to uphold the Prayer of Amalgamation and the Squamish Nation Mission Statement and to protect the long term interests of the Nation as a distinct cultural, economic and political unit. This is achieved through planning and vision which enables an effective administration, with strong financial and resource stewardship, robust risk management, effective communications, and ability to deliver services, without letting individual interests conflict in any way with the collective interests of the membership.

2.2 Strategy Determination

Council has the responsibility to:

- a) establish a vision and long-term objectives that clearly represent the expectations of the Squamish Nation;
- b) implement the vision, by reviewing and approving the Nation's strategic Service Delivery operational plan and the Intergovernmental Relations, Natural Resources and Revenue (IRNR&R) operational plan on an annual basis;
- c) safeguard and provide stewardship of the Nation's resources by approving annual operating and capital budgets and any major economic development project proposals; and
- d) work with the Co-Chairs and EOOs, to create a list of policy and strategic issues for review, discussion and approval of action plans and timelines for EOOs to report back to Council regarding the plans and directions.

2.3 Monitoring

Council has the responsibility to:

- a) monitor the Nation’s progress towards the objectives set in the Strategic Operational plans and monitor the performance of approved operational and capital budgets; and
- b) establish a process for evaluating the effectiveness internal control systems in place for maintaining the integrity of policy and procedures and the financial administration of the Nation.

2.4 Financial and Resource Stewardship

Council have the responsibility to:

- a) safeguard and provide stewardship of the Nation’s resources by approving annual operating and capital budgets;
- b) review and approve any significant changes to operating and capital budgets;
- c) review and approve the appointment of an independent auditor on an annual basis to carry out a financial audit of the Squamish Nation;
- d) review and approve the year-end financial statements of the Squamish Nation; and
- e) review and consider the Annual Auditor’s Report and any recommendations of the Squamish Nation’s Finance and Audit Committee arising out of that Report.

2.5 Risk Oversight

A defined risk is a possibility of an event will occur and adversely affect the achievement of one or more of Squamish Nation objectives or result in liability or financial or other loss. The Nation faces a variety of risks, such as business/investment, operational/service delivery, physical, reputation, rights and title, political interference, legal and legislative risks. It is the responsibility of Council

to ensure that appropriate process and mechanisms are in place to avoid and prevent liability to the Nation, and if required change operational plans accordingly.

Therefore Council has the responsibility to identify and analyze principal risks to the Nation and seek management's recommendations around the development of appropriate responses to those risks within acceptable levels of tolerance.

2.6 Policy and Procedures

Squamish Nation Council wishes to ensure that membership have the highest confidence in Council and Administration. Therefore it is the responsibility of Council to work with the EOOs to ensure that clear and consistent policies and procedures are developed to achieve effective operations. Such policies and procedures are required for all Squamish Nation Departments, especially those that affect membership or other stakeholders, such as leaseholders, non-members and municipalities.

These policies will support Council and Administration to ensure that Squamish Nation financial resources are carefully managed, ensure the maintenance of strong internal controls, and also meet the commitment of the Squamish Nation Council to the principles of accountability and transparency.

Therefore, Council has the responsibility to:

- a) ensure that all polices are guided by the spirit and intent of the Prayer of Amalgamation 1923 (*See Appendix E*);
- b) provide overall direction for the development of Squamish Nation policies and procedures;
- c) review and approve clear and consistent policies to achieve Squamish Nation objectives and good governance;
- d) approve bylaws, regulations, rules, codes, directives, guidelines or other authorizations, standards, declarations, notices, requirements and directions as needed to meet overall objectives and good governance;

- e) require Squamish Nation Administration to conduct operations of the Nation at all times in compliance with applicable laws, policies, and to the highest ethical and moral standards;
- f) conduct a periodic review of policy or procedures approved by Council, according to the timeline set out in the policy or earlier as required. Policies may be amended from time to time, under the following circumstances:
 - I. when Council make decisions related to the subject matter of the policy; or
 - II. in order to comply with relevant legislative amendments; or
 - III. upon regular review, at a minimum every five years; and
- g) approve rules governing Council policies, procedures and actions.

2.7 Communications

Council has the collective responsibility to:

- a) ensure that the Nation has proper communication policy and protocol to enable management and the Nation to communicate effectively with membership, funding agencies, media and other internal and external stakeholders;
- b) collaborate with EOs and Department Heads to ensure effective communications processes are in place to engage with and report to membership on the performance of the Nation;
- c) ensure that EOs and Department Heads report to governments, funding agencies, financial institutions and other external stakeholders as required, on a timely basis; and
- d) ensure timely, accountable and transparent reporting to membership of any other developments that have a significant and material effect on the interests of the Nation.

2.8 Management of Executive Operating Officers

Council has the responsibility to:

- a) hire and replace EOOs and provide them a letter of performance expectations;
- b) receive the annual evaluation of EOO performance in accordance with the letter of expectation;
- c) approve the EOO compensation;
- d) provide advice and guidance to the EOOs in the execution of their duties.
- e) Direct EOOs to ensure legal requirements have been met, and documents and records have been properly prepared, approved and maintained;
- f) Direct EOOs to ensure specific statutory duties and obligations under any government reporting and laws are met; and
- g) Review, discuss, and direct EOOs on significant membership concerns.

2.9 General Obligations of Council

- a) establish relevant programs and services to meet the priority needs of membership and ensure adequate human and financial resources are in place to deliver these programs and services;
- b) create and approve the Terms of Reference for Council advisory committees;
- c) demonstrate credible and consistent leadership by:
 - i. setting clear Council guidelines to be respected by all members of Council;
 - ii. making critical decisions on a timely basis; and
 - iii. conducting Nation matters in an accountable, fair manner, consistent with policies and procedures.

- d) promote unity within Council and within the Community;
- e) represent the best interests of the Squamish Nation in all external dealings;
- f) ensure that all Squamish Nation families and other community members are treated in a fair and just manner with regard to Squamish Nation laws and policies; and
- g) in all decisions, respect the Prayer of Amalgamation, Squamish Nation values and traditions, *Skwxwú7mesh Chiyáxw*, and the Conflict of Interest and Code of Conduct policies.

3.0 TERMS OF REFERENCE: CO - CHAIRS

3.1 Purpose

The Co-Chairs are elected by other Councillors at the commencement of the Council term. The Co-Chairs provide leadership in guiding Council and coordinating its activities in the best interests of the Squamish Nation. In performing this role, the Co-Chairs manage the affairs of Council, ensuring the integrity of Council internal processes is maintained. Co-Chairs also work closely with the EOOs, and Council Support Staff ensuring efficient administration of the Nation and ensuring effective relations with membership, various levels of Government and other internal and external stakeholders.

3.2 Responsibilities

Co-Chairs have a responsibility to:

- a) take a leadership role within Council and chair all Council meetings;
- b) ensure rules of procedure and proper decorum are maintained at all Council meetings;
- c) encourage the participation of Council members;
- d) ensure that the strategic planning and annual evaluation process takes place;
- e) ensure that periodic monitoring and reporting regarding the strategic plan and evaluation process takes place;
- f) ensure timely review and monitoring of the Code of Conduct and Conflict of Interest provisions of this manual and annual Code of Conduct and Conflict of Interest reports of Councillors; and
- g) exercise signing authority on behalf of Council.

3.3 Leadership

Co-Chairs have a leadership responsibility to:

- a) lead Council in setting Squamish Nation goals and objectives;
- b) ensure that a process is in place to evaluate Council performance against this manual;
- c) prepare for and participate in discussions and deliberations at Council meetings;
- d) review with Council any issues of concern amongst Council members;
- e) in the workplace, promote the key Nation value of respect *wanáxws and smeńálhs*, which requires all *Skwxwú7mesh* to treat everyone with respect, dignity and kindness;
- f) ensure that Council and individual Councillors conduct themselves according to a high ethical standard as *Siiyamints* (conduct oneself as an honored person) so as they do not bring the Nation into disrepute;
- g) provide guidance and direction to Council support staff.

3.4 Coordination and Management

Co-Chairs have a coordination and management responsibility to:

- a) chair meetings of Council;
- b) ensure that appropriate issues are addressed at meetings of Council including timely consideration, approval and oversight of significant Squamish Nation initiatives;
- c) establish the schedule of meetings of Council;
- d) establish the agenda for meetings of Council;

- e) coordinate requests for briefing notes and related materials for Council meetings with EOs and Council support staff;
- f) communicate with all Councillors as necessary to update on all major developments and to coordinate Council, advisory committee and individual Councillor Business;
- g) review and assess each Councillor's attendance (as set out in *Section 1.19 c)* and performance;
- h) ensure there is cohesion of direction and purpose at a policy and strategic level;
- i) direct EOs to ensure that Council has sufficient documents and materials to make major decisions when required;
- j) ensure an annual report from Council is prepared for and sent to membership;
- k) ensure all duly convened Council meetings are recorded (with the exception of in camera meetings);
- l) ensure that verbatim Council meeting minutes are created upon request of Council and those minutes are then reviewed and approved;
- m) ensure that a Record of Decision is produced, reviewed and approved by Council and subsequently published to the Squamish Nation website within a reasonable amount of time;
- n) provide guidance and direction to EOs regarding Council decisions;
- o) ensure the Council and Committee meetings are conducted in an efficient, effective and focused manner;
- p) ensure that an annual Council Calendar includes fulfillment of the requirements set out in this manual and other policies;
- q) each term, set the frequency of Council meetings and reviewing such frequency from time to time as considered appropriate or as requested by Council;

- r) in consultation with Council and EOOs, create the necessary advisory committees, facilitate the selection of the Committee members, and ensure that terms of reference are developed by the advisory committees for review and approval of Council;
- s) participate in and attend advisory committee meetings, as appropriate;
- t) foster a constructive and harmonious relationship between Council and staff;
- u) liaise with and provide day to day direction to the Council Support Staff; and
- v) provide direction to Council Support Staff and EOO's in relation to scheduling and arrangement of General Meetings and Special/Information Meetings.

3.5 Monitoring and Oversight

Co-Chairs have a monitoring and oversight responsibly to:

- a) maintain and review an inventory of Council advisory committees and advisory committee reports;
- b) maintain and review an inventory of Board appointments and directorships approved by Council, and ensure that appointments and directorships are up to date and free of conflict of interest;
- c) maintain a confidential inventory of legal opinions, for use as necessary, including at duly convened Council meetings;
- d) support the optimal performance of Council advisory committees by maintaining contact with committee chairs, helping them to stay focused on the tasks on hand;
- e) monitor the workloads of each Councillor to ensure they are involved in Council work to the extent they are available;
- f) monitor attendance of Councillors at Council meetings, Council advisory committees and other related Council work;

- g) keep on top of issues among Councillors and provide advice and support;
- h) meet informally with Councillors when problems arise, and work cooperatively with them to find a solution and when appropriate recommend or appoint mutually agreed mediators and arbitrators as necessary;
- i) monitor the Council and Council advisory committee terms of reference to ensure that all requirements are being met;
- j) ensure that Council receives legal advice regarding significant matters pertaining to the Squamish Nation;
- k) collaborate with EOOs and other senior staff to coordinate legal activities as directed by Council or as needed with appropriate communication back to Council;
- l) with the support and advice of the Ethics Advisor, ensure that all ethical guidelines and code of conduct are respected and adhered to, including at all meetings of Council; and
- m) ensure there is a procedure to report, investigate, and act upon allegations of wrongdoing in an unbiased and professional manner and to ensure protection to persons who come forward with these reports in good faith.

3.6 Communications and Advocacy

Co-Chairs have a communication and advocacy responsibility to:

- a) gather information from Council, legal and other pertinent parties when an official statement is required;
- b) engage and collaborate with the Spokespersons and Communications team to prepare appropriate Council communications materials;
- c) represent the Squamish Nation when official spokespersons are not available, that is to meet with media and other external bodies, or delegates as appropriate, to deliver Squamish Nation's official communications messages, as

issues or major developments arise that require a statement from the Squamish Nation;

- d) represent or delegate as appropriate, the Nation at relevant functions and meetings important to the Squamish Nation;
- e) assist the EOOs to review plans, define issues, maintain accountability and build relationships;
- f) establish regular meetings and discussions with the EOOs to ensure that the Nation's plans and performance are being achieved and report back to all of Council as appropriate; and
- g) act as a sounding board and coach for the EOOs, including helping to identify issues, reviewing strategy, maintaining accountability, building relationships and ensuring the EOOs are aware of concerns of Council, and conversely, that Council is aware of the principal concerns of staff.

4.0 TERMS OF REFERENCE: COUNCILLORS

4.1 Purpose

The purpose of this section is to define the responsibilities of each member of Council, who have a fiduciary duty to the Nation. A fiduciary duty is a legal duty to act solely in the interests of another party. Council, and each member of Council have a fiduciary duty to observe the highest standards of honesty, loyalty, and good faith, and must always act in the best and collective interests of the Squamish Nation.

4.2 Responsibilities

In order to make decisions for the collective, and support the collective decisions of Council, Councillors must fulfill the following responsibilities:

- a) represent the membership in the governance of the Nation ensuring that the best and collective interests of Squamish Nation are met, and understanding that this duty extends to all members;
- b) fulfill the legal and fiduciary obligations of a Councillor;
- c) understand that the primary duty is to govern as a collective leadership;
- d) respect the separate roles and responsibilities of Council and the Administration;
- e) exercise good judgment and act with integrity;
- f) respect confidentiality of any matter identified as confidential;
- g) report to Council, as appropriate, on matters of membership concern or issues;
- h) comply with the Council Code of Conduct & Ethics and Conflict of Interest Policies;
- i) collectively making decisions and support the collective decisions of Council;
- j) use his or her ability, experience and influence constructively;

- k) establish an effective, independent and respected presence and a collegial relationship with other councillors;
- l) advise Co-Chair(s) in advance of introducing significant and previously unknown information at a Council meeting;
- m) identify potential conflict of interest areas – real or perceived – and ensure that they are appropriately discussed with Co-Chairs and Council;
- n) demonstrate a willingness and availability to serve on and actively participate in Council advisory committees;
- o) accept assignments and provide regular status reports on their work and activities; and
- p) stay informed about matters related to the Council advisory committee(s) to which they are appointed.

4.3 Preparation and Attendance

In order to properly exercise their fiduciary duties Councillors must ensure that they are prepared for, and attend: all Council meetings; Council advisory committee meetings to which they are appointed; General meetings; and, Special/Information meetings. Therefore, Councillors have a responsibility to:

- a) maintain an excellent attendance record at Council and Council advisory committee meetings to which they are appointed. If a Councillor is unable to attend a duly convened Council meeting or advisory committee meeting, he or she must provide legitimate reasons by email for his/her absence to Co-Chairs giving as much notice as possible prior to the scheduled meeting time;
- b) maintain an excellent attendance record at, and actively participate in General meetings, Community Information Sessions and other community meetings;

- c) ensure that prior to making important and financially significant decisions, request that Co-Chairs require EOOs/Department Heads to provide written and background materials in advance of the meetings to make an informed decision;
- d) always carefully review and read all documents and background materials;
- e) keep up to date on current topics by reading mail, including email;
- f) ensure that prior to making important financial and significant decisions, Co-Chairs require EOOs/Department Heads to provide all relevant written opinions from legal counsel, accountants, financial advisors and other professionals;
- g) make sure that Co-Chairs arrange for record of decisions and minutes to be taken of all Council meetings, with the exception of in-camera sessions;
- h) ensure that Co-Chairs review all Council record of decisions and minutes before being approved;
- i) be aware of and have reasonable knowledge of all policies and bylaws of the Nation;
- j) be aware of and have reasonable knowledge of the internal control structures in place to eliminate or reduce risk;
- k) respect the administrative signing authority for cheques and contracts; and
- l) ensure that Council advisory committees, Boards of the Nation and EOOs report regularly to Council.

4.4 Strategy and Planning

Councillors have a strategy and planning responsibility to:

- a) contribute to and support the overall strategy and planning as set out in (*Section 2.2 Strategy Determination*) of this manual;
- b) ensure that Squamish Nation culture and values are respected within the strategy and planning process;

- c) understand services, programs and staff roles and responsibilities as they relate to the overall strategy and planning process; and
- d) periodically review and evaluate the general direction and effectiveness of Squamish Nation programs and services to determine if overall strategy and planning goals are being met.

4.5 Policies and Procedures

Councillors have a policy and procedure responsibility to:

- a) contribute to and support the development, review and approval of Squamish Nation policy and procedures as set out in (*Section 2.6 Policy and Procedures*) of this manual, including:
 - i. participate in the periodic reviews of policy or procedures, as set out in the policies themselves, initiated by Council or EOOs, or to comply with relevant legislative amendments; and
 - ii. periodically review, the general direction of the collective programs and services being delivered;
- b) keep up to date on issues/concerns affecting the Squamish Nation communities;
- c) direct the EOOs through the Co-Chairs to ensure that administration practices and procedures are in place to implement the decisions of Council; and
- d) review and evaluate proposals, studies and recommendations concerning Squamish Nation services and programs, brought forward by the EOOs.

4.6 Financial Integrity

Councillors have a financial integrity responsibility to:

- a) respect and perform their responsibilities in accordance with *Section 2.4* of this manual: “Financial and Resource Stewardship”;
- b) be fully accountable to the Squamish Nation membership and to Squamish Nation funding agents and ensure appropriate policies and procedures are in place to maintain accountability;
- c) ensure that Council receives relevant and timely financial reporting from the Squamish Nation Administration; and
- d) not use Squamish Nation resources, equipment, supplies, services, or facilities for private gain or personal benefit except on the same basis as such resources are normally made available to all members of Squamish Nation.

4.7 Council Advisory Committee Work

Appointed Council Advisory Committee Chairs have a responsibility to:

- a) respect the provisions of *Section 1.19 Council Advisory Committees*;
- b) collaborate with the respective EOO or Department Head and selected committee members to develop a draft terms of reference based on the mandate from Council, and ensure the draft terms of reference is reviewed and approved by Council;
- c) collaborate with the respective EOO or Department Head to schedule committee meetings, and give the members of a committee at least five days notice of the time and place of a committee meeting. Co-Chairs of Council must be copied on all meeting notices;
- d) chair all committee meetings. In the absence of the Chair of the committee, the committee members in attendance will determine the chair for that specific meeting;
- e) ensure that minutes are kept of all committee meetings, and report regularly to Council regarding the meeting outcomes and recommendations; and

- f) work with Co-Chairs of Council and EOOs to achieve optimal performance of the committee.

Appointed Council Committee members have a responsibility to:

- a) respect the provisions of *Section 1.21 Council Advisory Committees*;
- b) participate actively on Council advisory committees to which they are assigned and regularly attend committee meetings;
- c) become knowledgeable about and work to achieve the purpose and goals of the Committee;
- d) abide by the committee terms of reference; and
- e) support the Committee Chair to provide Council with summary reports on status of Committee work plans.

4.8 Communication and Community

Council members have a communication and community responsibility to:

- a) participate fully and openly in the deliberations and discussions of Council;
- b) encourage free and open discussion of matters of Squamish Nation by Council;
- c) ask probing questions, in an appropriate manner and at proper times;
- d) focus inquiries on issues related to strategy, policy, implementation and financial results rather than issues relating to the day to day management of Squamish Nation and administrative management systems;
- e) communicate issues, concerns, information requests through Co-Chairs and not through EOOs, departments or staff of the Squamish Nation;
- f) be visible in the community and regularly attend community and cultural events;

- g) act as a dignitary or event speaker upon request of Council;
- h) attend and actively participate in all General , Regular and Special scheduled meetings;
- i) monitor provincial, national, and other relevant developments relating to First Nations and keep Council informed of relevant policy or legislative changes as appropriate;
- j) respect the role of Squamish Nation Spokespersons, and refrain from making any comments in the media unless such comments are approved by Council;
- k) respect Squamish Nation policies, procedures and practices regarding internal and external communications;
- l) respect the collective majority decisions of Council, and adhere to political discipline to ensure that Council speaks with one voice in all external communications opportunities;
- m) represent the Squamish Nation on issues of political significance, both internally and externally, as assigned by Council; and
- n) always adhere to Council key messages in all interactions with membership, as approved by Council.

4.9 Appointed Activities

- a) From time to time, a Councillor may be appointed by Council to act in an official capacity for Council. A Councillor may be appointed as:
 - I. Official spokesperson;
 - II. Chair or member of Council Advisory Committee;
 - III. Other Committee Member;
 - IV. Trustee of a Trust (with the exception of the Squamish Nation Trust, the terms of which specifically exclude Squamish Nation Council members from becoming Trustees on the Squamish Nation Trust);

- V. Taskforce Member;
 - VI. Official Representative;
 - VII. Board Member;
 - VIII. Director, Bare Trustee or Officer of a Squamish Nation Corporation; or
 - IX. Other, as determined by Council.
- b) All appointments must be approved by Council. Councillors who are appointed to internal/external committees, boards and other entities must:
- I. at all times respect that they are representing Squamish Nation Council in the appointed role;
 - II. understand the additional fiduciary responsibilities that arise when a Councillor is appointed as a trustee or director. Councillors are often appointed as Directors of Squamish owned entity's and are effectively the employers of staff who work for those entity's;
 - III. participate actively on internal/external committees, boards or other entity to which he/she is assigned and regularly attend meetings;
 - IV. become knowledgeable about and work to achieve the purpose and goals of the committee, board or other entity;
 - V. advise Co-Chairs of Council about upcoming internal/external committees, boards or other entities;
 - VI. provide Council with summary reports on their work/activities of the internal/external committees, boards or other entities; and
 - VII. respect the conflict of interest provisions of this manual. Respect that Squamish Nation public interest supersedes loyalty to any internal/external committees, boards or other entities.

4.10 Spokespersons Terms of Reference

As a general principle the Spokespersons or delegate shall speak on behalf of Council, ensuring that all statements reflect the political position, current strategy, plans, and policies approved or mandated by Council.

The selected Spokespersons in addition to responsibilities outlined in *Section 4*, will have responsibilities to:

- a) faithfully represent and advocate for Squamish Nation;
- b) attend and represent Squamish Nation at Chiefs meetings, conferences, summits, and events as requested by Council;
- c) be the official Council voice for Squamish Nation, delivering key messages, announcements, or press releases to the general public;
- d) be the official media liaison for Squamish Nation in collaboration with the Communications team;
- e) ensure consistent external messaging to achieve appropriate public profile;
- f) provide liaison with internal communications team and senior management for technical information and background information and ensuring coherent communication can be achieved in responding to media or other public relation initiatives;
- g) consult as needed with external communications consultants and Council to ensure the proper preparation, coordination, timing and dissemination of public information to meet the specific circumstances;
- h) review all media inquires passed on by the Communications Team and provide direction and input on next steps; and
- i) ensure timely reporting to Council on all Media relations activity.

4.11 Reporting

There is important governance tasks and activities associated with fulfilling the roles and responsibilities of a Councillor, and Councillors have an obligation to each other and to Squamish Nation membership to document the ways in which they are meeting these obligations.

Councillors have a responsibility to provide a written summary report every two weeks of their council-related activities, including, Council meetings, committee meetings (to which they are assigned), general meetings, other meetings, events, travel or other activities approved by Council.

- a) The report will be due on the Tuesday following the end of the pay period;
- b) The report should be filed with the Council Manager;
- c) The report should be in written format (hard copy or electronic);
- d) The Council Manager must inform Co-Chairs of any missing reports; and
- e) A missing report may be considered cause to trigger the disciplinary process in this manual.

In addition to the bi-weekly reports, Councillors have other periodic reporting requirements such as the conflict of interest disclosures, and any other reports that Council as a whole deem necessary.

5.0 COUNCIL: CODE OF ETHICS AND CONDUCT

5.1 Purpose

The Squamish Nation Council are committed to upholding *Skwxwú7mesh Chiyáxw*, which are the laws and traditions that make the *Skwxwú7mesh Úxwumixw* distinct and which all *Skwxwú7mesh* are obligated to protect.

This includes the highest standards of ethics and conduct to ensure effective and fair operations of the Nation.

The purpose of this section is to define the ethical, respectful and professional manner in which Councillors are expected to conduct themselves so as to recognize the expectations which the Squamish people have of their public officials, and to comply with both the letter and the spirit of the laws, practices and cultural teachings of the Squamish Nation.

The provisions of this Code of Ethics and Conduct shall apply to all members of Council. It is important to note that even when Councillors are on their own time, they are subject to public scrutiny, and therefore have a duty to uphold a high standard of behavior so as to avoid bringing the Nation and council into disrepute.

Councillors will comply with the provisions of this Code of Ethics and Conduct and will meet the highest ethical standards in the conduct of their responsibilities as elected officials of the Nation, so as to merit the confidence of membership.

This Code addresses various aspects related to the governance of the Squamish Nation, but does not override other laws and rules that prescribe the legal responsibilities of officials.

This Code is subject to change from time to time from such factors as new policies, case law or legislation or the development of the Squamish Nation constitution. Any changes to the Code must be approved through a council motion approved by a minimum of two thirds of all Council members.

5.2 Authority

Council acts as a collective and therefore, no Councillor shall attempt to exercise individual authority on behalf of the Squamish Nation Council, administration or staff. Therefore:

- a) Council must act and communicate as a collective and only Council as a whole have the authority to direct the Administration, except as noted in this manual or other applicable policies;
- b) with the exception of official spokespersons, 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 Squamish Nation without the prior approval of Council regarding such interaction. At all times, Councillors and official spokespersons will refrain from presenting personal opinions in the media;
- c) if there are issues related to the Administration or staff performance, Councillors shall raise these issues with Co-Chairs, who in turn will discuss the matter with the appropriate EOO;
- d) Councillors will respect all documents signed by approved signing authorities acting on behalf of the Nation;
- e) under no circumstances will Council or individual Councillors directly instruct, direct or discipline staff, with the exception of the Co-Chairs/EOO reporting relationship; and
- f) Councillors must not abuse their Council position to intimidate, harass, assault, or otherwise threaten a staff member or person in carrying out their duties.

5.3 Integrity and Loyalty

Councillors have a responsibility to support the collective decisions of Council as a whole with respect to the good of the community. Therefore, Councillors must:

- a) treat fellow Councillors, elected and appointed officials, staff and the public with patience, courtesy and civility at all times, even when disagreeing on what is best for the community;
- b) work towards consensus building and gain value from diverse opinions;
- c) not promise what cannot be delivered or communicate unrealistic results;
- d) make unpopular decisions when the Nation's best interest requires it;
- e) make decisions based on the merits of the issue;
- f) share with the whole of Council substantive information from sources outside the public decision-making process that is relevant to a matter under consideration;
- g) respect that Squamish Nation public interest supersedes loyalty to any advocacy or special groups, and membership on other boards;
- h) respect that Squamish Nation public interest supersedes the personal and private interest of any councilor;
- i) refrain from making defamatory, inflammatory or otherwise false statements;
- j) not undertake activities or make comments in public forums or through social media that he or she knows, or ought to have known, may adversely affect the Squamish Nation's reputation, public image or credibility;
- k) safeguard the ability to make independent, objective, fair and impartial judgments by avoiding financial and social relationships and transactions that may compromise, or give the appearance of compromising, objectivity, independence, and honesty;

- l) at all times, avoid behavior that may be considered abusive or threatening, including harassment of any kind (ie. verbal, physical, or sexual).

5.4 Rules of Decorum

- a) Council members shall conduct themselves with a professional demeanour and shall interact with other persons in a tactful and respectful manner.
- b) No Council member shall:
 - i. use indecent, offensive, or insulting language;
 - ii. speak on any subject matter other than the subject under debate;
 - iii. disturb the meeting by any disorderly conduct; or
 - iv. interrupt another Council member who is speaking, except to raise a point of order or a question of privilege.
- c) Council members shall not disobey a decision of the Co-Chairs or of the Council on points of order or on an interpretation of the rules of procedure.
- d) In the event that a Council member has been called to order by the Chair and the Council member continues to breach these rules, the Chair may order the Council member to leave his/her seat for the duration of the meeting.
- e) If the Council member apologizes for their conduct, the Chair shall request the Council Member leave the room while Council make a decision of a majority to permit the Council Member to resume their council seat or not for the remainder of that meeting

5.5 Honoraria, Gifts and Hospitality

Squamish Nation members expect their elected representatives to remain impartial and to act in the best interests of the collective at all times. To avoid the appearance of bias, council members must not accept a personal gift, fee, honorarium, or a personal benefit that is connected with the Councillor's performance of his/her duties from any outside parties. Councillors must:

- a) use their best judgment to avoid situations of real, apparent or potential conflict of interest with respect to honoraria or other fees, gifts, hospitality and other benefits;
- b) decline any honoraria or other fees, gifts, hospitality or other benefits **(except as set out in item c) below)** that may have a real, apparent or potential influence on their objectivity in carrying out their official duties and responsibilities, or that may place them under obligation to the donor(s), or that may appear to be contrary to the Nation's commitment to deal fairly and openly with outside parties. This includes activities such as free or discounted admission to sporting and other events, expensive meals, travel or conferences;
- c) be permitted to accept gifts, hospitality and other benefits, if they are infrequent and of minimal value (under \$200); or within the normal standards of courtesy or traditional protocols (such as a blanket during a ceremony); or arise out of activities or events not related to the official duties of the Councillor concerned; and do not compromise or appear to compromise the integrity of the Councillor, Council or the Nation;
- d) seek written direction from Co-Chairs where it is impossible to decline gifts, hospitality or other benefits that do not meet the principles set out above, or where it is believed that there is sufficient benefit to the Nation to warrant acceptance of certain types of hospitality. An example would be a significant gift from a visiting dignitary, or an invitation to discuss relevant business at an event such as a hockey game or a golf tournament. Council will determine whether gifts in this category will be retained within the Nation, or whether they should be donated to an agreed-upon cause.

5.6 Fundraising/Donations

Members of Council:

- a) may not solicit donations (either personal or for the Nation), including gifts, hospitality, other benefits, contributions, or transfers of economic value from a person, group or organization who has, or may have, dealings with the Nation, with the exception of fundraising for officially supported activities (through a mandate from Council);
- b) shall consider whether any real, apparent or potential conflict of interest exists when fundraising or seeking other donations;
- c) may require that the activities be modified or terminated where it is determined that there is a real, potential or apparent conflict of interest or an obligation to the donor.

5.7 Confidentiality

From time to time, Councillors must deal with strictly confidential matters in their official capacities and in carrying out their duties.

Confidential information includes personal information, and information that Council as a whole deems confidential for strategic reasons (which may include proprietary information, business interests, litigation or government negotiations). Councillors are expected to respect and protect the personal information of individuals, to comply with the law as it applies to confidentiality, and to comply with the decisions of council where matters have been deemed confidential.

Therefore:

- a) Councillors will not use or divulge to anyone personal information about individuals acquired as result of his/her role as Councillor.
- b) Councillors will not divulge any confidential information as determined by Council, that is acquired as a result of his/her position as a Councillor, including discussions and documents marked “confidential.”

- c) The minutes, records or proceedings of any in camera Council meeting or advisory committee meeting will be kept in confidence in accordance with this policy.
- d) As part of delivery of services and administration, some staff members may have access to personal information which must remain confidential by law. Councillors must not ask for, or expect that an employee will share this information.

5.8 Communications

Council members will adhere to the communications provisions and responsibilities as set out in *sections 2.7, 4.8, 5.2 and 5.3* of this manual, including:

- a) communicating issues, concerns, information requests through Co-Chairs and not through EOOs, departments or staff of the Squamish Nation;
- b) respecting the role of Squamish Nation Spokespersons;
- c) respecting Squamish Nation policies, procedures and practices regarding internal and external communications;
- d) respecting the collective majority decisions of Council, and adhering to political discipline to ensure that Council speaks with one voice in all external communications opportunities;
- e) with the exception of official spokespersons, 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 Squamish Nation without the prior approval of Council regarding such interaction. At all times, Councillors will refrain from presenting personal opinions in the media;
- f) refraining from making defamatory, inflammatory or otherwise false statements. Such statements made by Council or a Councillor about Squamish Nation or its operations will not be tolerated and will be subject to disciplinary processes; and

- g) not undertaking activities or making comments in public forums or through social media that a Councillor knows, or ought to have known, may adversely affect the Squamish Nation's reputation, public image or credibility.

5.9 Accountability

In order to meet the high accountability standards of the Squamish Nation, Councillors must:

- a) fulfill the Squamish Nation Oath of Service as set out in *Appendix D*;
- b) carry out their duties in good faith ,with due-diligence, care and skill;
- c) not use Squamish Nation resources, equipment, supplies or facilities for private gain or personal benefit;
- d) be prudent stewards of Squamish Nation resources and make decisions after taking all necessary steps and careful consideration of their financial and social impact on the Nation and its membership;
- e) attend all Council meetings and other meetings identified by Co-Chairs, except where Council or Co-Chairs have approved the absence;
- f) not make a claim for any payment or financial benefit from Squamish Nation, if the Councillor is not lawfully entitled to the payment or financial benefit;
- g) not defraud, or attempt to defraud, the Squamish Nation or any subsidiary of the Squamish Nation;
- h) not make a commitment or raise an expectation on behalf of Council to a member, outside person or organization without prior consent of Council;
- i) inform Co-Chairs if convicted of an indictable offence while a Councillor of the Squamish Nation and in the event of a Co-Chair, inform the other co-chair of Council;

- j) hold no other position as an employee or contractor of Squamish Nation, unless Council, by resolution, allows the employment or contract to take place under very special circumstances (for example where there is a cultural imperative). See Section 8.0 of this manual for direction regarding application of Squamish Nation Human Resources Policy;
- k) not have a beneficial interest in a company or entity that provides goods or service to Squamish Nation (and if so, must immediately divest themselves of this interest and provide proof of such divestment);
- l) not facilitate unequal access by any business, individual or group regarding opportunities to provide goods and services to the Squamish Nation, in order to ensure that Squamish Nation deals fairly and openly with all contractors and businesses;
- m) not engage in misconduct of any kind; and
- n) report instances of misconduct. The identity of individuals who report misconduct will be protected from disclosure to the extent practicable in the circumstances, individuals who report in good faith will be protected from reprisals, persons against whom an allegation of misconduct is made will be treated fairly and allegations of misconduct will be fully investigated as efficiently as possible and resolved as appropriate.

5.10 Implementation

Within one month of adoption of this Code of Ethics and Conduct, all current elected officials shall be provided a copy of the code and required to annually affirm in writing that they have received the code, understand the provisions and their obligations therein and pledge to conduct themselves by the code and any applicable policy.

5.11 Discipline

Subject to applicable laws and regulations, Council has the responsibility and 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 any obligation under this Code of Ethics and Conduct and this manual.

Within the provisions of the manual, and after taking advice from the Ethics Advisor, a Councillor may be disciplined, if the Councillor:

- a) is absent from three consecutive Council meetings without good cause and proper authorization from Co-Chairs (i.e. missed meetings without requesting and receiving written approval from Co-Chairs with a reasonable amount of notice);
- b) contravenes applicable code of conduct rules;
- c) fails to comply with applicable conflict of Interest rules (in *Section 6.0*), including failure to disclose actual or perceived conflicts;
- d) uses or discloses confidential information in contravention of this Code and manual;
- e) is charged or convicted of an indictable offence or a summary offence relating to dishonesty while in public office; or
- f) engages in any other misconduct or any other breach under this manual.

Councillor Disciplinary Process

The following steps should be taken:

Step 1 –The Co-Chairs are responsible for conducting an informal investigation and for talking privately with the individual in question to see if the problem can be resolved.

In the event the disciplinary process is against a Co-Chair, the whole of Council shall determine if a resolution can be achieved or if advice from the ethics advisor should be sought;

Step 2 – if there is no resolution to the concern, or if the problem repeats or persists, the Co-Chairs shall seek the advice of the Ethics Advisor (*see Section 1.6*).

Step 3 – Co-Chairs may choose to appoint an independent mediator to attempt to resolve the situation.

Step 4 – If after the mediation process, the independent mediator is not successful in remedying the problem or concern, the Ethics Advisor may recommend certain disciplinary measures based on the nature of the infraction. Council is responsible for approving the final disciplinary measures by vote.

Disciplinary Measures

Disciplinary measures may include formal warning, censure or suspension. These disciplinary measures may be combined.

Formal Warning – a written or verbal warning setting out the nature of the infraction and directing that the behavior shall cease immediately.

Censure – A strong written rebuke stressing the deep disappointment of the Council that the individual Councillor has tarnished the reputation of the Nation.

Suspension - In matters of serious breach of conduct, Councillors may choose to suspend a fellow member for a period of a minimum of one week and no more than the remainder of the Council term. Council may, while a disciplinary review is taking place, suspend a fellow Councillor with remuneration. Suspension without remuneration happens after the review is concluded and the Ethics Advisor has advised that suspension without remuneration is appropriate.

6.0 COUNCILLORS: CONFLICT OF INTEREST

6.1 Purpose

In order to maintain the confidence of membership, Councillors must ensure fairness and transparency at all times, and must avoid all circumstances that may result in actual or perceived conflicts of interest. Councillors must be independent and free of conflicts as they undertake their responsibilities.

The purpose of this section is to give guidance to Councillors on how to declare and disclose an actual or the appearance of a conflict of interest and outline compliance procedures that safeguard community trust by ensuring Councillors:

- a) act with integrity and in a manner that will bear the closest public scrutiny;
- b) act in the best interests of the Squamish Nation and not in their self-interest. This also means Councillors should not be acting in the best interests of a special interest group, such as potential or current business partners, Squamish Nation clients, family or friends; and
- c) disclose to their fellow Councillors any personal relationships/interests that they hold that may conflict with the interests of the Nation, and take all possible steps to prevent and resolve any real, apparent or potential conflicts of interest in favour of the interest of the Squamish Nation membership.

This section is designed to:

- d) maintain and enhance membership confidence and trust in the integrity of Councillors as well as the respect and confidence that membership places in the Council as an institution;
- e) demonstrate to the membership that Councillors are held to standards that place the Nation's interest ahead of their private interests and to provide a transparent system by which membership may judge this to be the case;
- f) provide for greater certainty and guidance for Councillors in how to reconcile their private interests with their Council duties and functions; and

- g) foster consensus among Councillors by establishing common standards and by providing the means by which questions relating to proper conduct may be answered by an independent adviser.

Councillors will be guided by the Squamish Nation values of respect for family, fairness, accountability and professionalism in any decision. These rules apply to members of the Squamish Nation Council.

6.2 When Conflict of Interest Arises

For the purposes of this manual, a “conflict of interest” will arise when:

- a) A Councillor participates in a discussion and/or decision, and at the time knows or ought to know that there is an opportunity to:
 - i. receive a Financial Benefit for themselves; or
 - ii. provide a Financial Benefit to a Related Person or Private Interest;
or
 - iii. otherwise create an advantage for him or her or a Related Person or Private Interest over and above any other member of the public.
- b) There is an opportunity for the personal interests of a Councillor to supersede or compete with their dedication to the best interests of the Nation, for example, where an outside financial or other interest may inappropriately influence or compromise the ability of a Councillor to make a fair and objective decision.
- c) There is a “perceived conflict of interest,” which occurs when (but is not limited to), any situation or circumstance where, in relation to the carrying out of their responsibilities, a Councillor has other commitments, relationships or financial interests that: could or could be seen to exercise an improper influence over the objective, unbiased and impartial exercise of their independent judgment; or could or could be seen to compromise, impair or be incompatible with the effective performance of a Councillor’s responsibilities.

6.3 Duty to Avoid Conflict

Each Councillor has a duty to avoid placing themselves in circumstances where there is or could be the potential to be influenced by:

- a) their own personal interests;
- b) the interests of a Related Person;
- c) the interests of a person to whom they owe a private obligation; or
- d) a person who expects to receive some benefit or preferential treatment from them.

A Councillor must not use his or her position to attempt to influence in any way a political or administrative decision on a matter in which the Councillor has a financial interest or other private interest.

A Councillor, either during their term in office or afterwards shall not use any information that was obtained in the performance of his or her office that 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.

6.4 Duty to Report

Each Councillor has a responsibility to notify the Co-Chairs if the Councillor feels their ability to be objective or their judgment may be compromised due to an actual or perceived conflict of interest. In these circumstances, the Councillor shall take reasonable steps to inform the Co-Chairs before the Council meeting take place. If a Councillor believes they may be in conflict during a discussion at a Council meeting, the Councillor must immediately excuse themselves from any consideration of matters where they find themselves unable to meet conflict of interest provisions of this manual.

A Co-Chair has a responsibility to report to the whole of Council if the Co-Chair feels their ability to be objective or their judgment may be compromised due to an actual or perceived conflict of interest.

a) Actual or Perceived Conflict of Interest

Every Councillor must report their actual or perceived conflicts of interest and annually fill out the conflict of interest declaration and disclosure.

A Councillor must disclose actual or perceived conflict of interest within 30 days following the election and then annually (*See Appendix A*) within 30 days of the election anniversary date. In addition, each Councillor must disclose actual or perceived conflict of interest in every Council Meeting where there is a matter on the agenda where there may be a conflict of interest (see *Section 1.16*) for procedures, and whenever there is a change in the information disclosed under this section for:

- I. all employment or contracts currently held by him or her;
- II. any existing conflicts of interest;
- III. the name of any company or organization that either competes with a Squamish Nation owned business or one that provides or could provide goods or service to Squamish Nation and in which the Councillor either directly or indirectly in any manner is a partner, officer, Director, shareholder, advisor, employee or in any other capacity holds an ownership interest or from which the Councillor may receive a financial or personal benefit.

b) Uncertainty

Where a Councillor is uncertain as to whether a conflict of interest may exist, the situation shall be disclosed to Co-Chairs, who may seek the advice of the Ethics Advisor to determine whether a conflict of interest exists, and what remedies may be required.

Where a Co-Chair is uncertain as to whether a conflict of interest may exist, the situation shall be disclosed to the other Co-Chair of Council, who may seek the advice of the Ethics Advisor to determine whether a conflict of interest exists, and what remedies may be required.

c) Allegations of Conflict of Interest

In the event a Councillor believes another Councillor to be in an actual or perceived conflict of interest, he or she shall immediately report the matter to the Co-Chairs of Council as set out in *Section 5.11* to ensure the effectiveness of this manual.

In the event a Councillor believes a Co-Chair to be in an actual or perceived conflict of interest, he or she shall immediately report the matter to the other Co-Chair of Council as set out in *Section 5.11* to ensure the effectiveness of this manual.

6.5 Compliance Procedures

A Councillor with an actual or perceived conflict of interest will, without delay, declare the actual or perceived conflict of interest to Council in the following manner.

Prior to a Meeting – A Councillor who upon receiving Notice and or the Agenda of a Council or Committee meeting believes he or she has an actual or perceived conflict of interest in a matter that is being considered will:

Step 1 – advise and disclose the reason for the conflict of interest to the Co-Chairs of Council.

Step 2 – Co-Chairs will consider the nature of the conflict of interest and will determine if a conflict of interest exists. The Co-Chairs may seek advice from the Ethics Advisor to support the determination of a Conflict or not.

Step 3 – if a Conflict of Interest exists, the Councillor in question shall not receive the meeting materials specifically related to the matter in which they have a conflict and will remove themselves from the meeting or part of the meeting when the subject matter is to be discussed.

Step 4 – Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes/record of decision of the Council meeting.

Step 5 – A Councillor that has a conflict of interest will not sign a Band Council Resolution, advisory committee recommendation or letter in respect of the matter.

During a Meeting – if during the Council or Committee meeting a Councillor 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:

Step 1 – declare and disclose the reason for the conflict of interest and leave the room prior to any debate on the question, and not be counted in the quorum or vote considering the question before Council.

Step 2 – if a Councillor is in doubt whether he or she is in a conflict of interest, the Councillor must request a decision of Council to determine if a conflict of interest exists. After the request is made, the Councillor will leave the meeting to allow for the remaining Councillors or Committee members to vote on whether a conflict of interest or an appearance of a conflict of interest exists or not.

Step 3 – If a conflict of interest is determined to exist pursuant to step 2, the Councillor will be informed that an actual or perceived conflict of interest exists and shall be precluded from voting and leave the room prior to any debate on the question, and not be counted in the quorum or vote considering the question before Council.

Step 4 – Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes/record of decision of the Council meeting.

Step 5 – A Councillor that has a conflict of interest will not sign a Band Council Resolution, advisory committee recommendation or letter in respect of the matter.

In meeting the general rules of conflict of interest compliance:

- a) Councillors declaring a conflict during a meeting will be permitted to make a statement or provide background information before removing themselves from the discussion or decision but for greater clarity the Councillor declaring a conflict of interest must not attempt in any way, whether before, during or after the meeting, to influence the opinion or vote of the Council or advisory committee on any question in respect of the matter.
- b) Where an actual or perceived conflict of interest has been declared, it is the responsibility of the Co-Chairs of Council or a Committee to ensure that the Councillor does not participate in any discussion or decision of, or vote on any question in respect of the matter;
- c) Councillors will avoid a conflict of interest or the appearance of a conflict of interest and shall not be involved in any transaction or matter where they are in conflict of interest or appearance to be in a conflict of interest;
- d) Where a conflict of interest of a Councillor has not been disclosed as required by *section 6.5* by reason of his or her absence from the meeting at which the matter was first raised, the Councillor shall disclose the conflict of interest and comply with the provisions of this policy at the next meeting;
- e) Co-Chairs or Council may seek advice from the Ethics Advisor at any time to ensure proper application of the conflict of Interest provisions of this manual;
and
- f) Where as a result of a conflict of interest a quorum of Council can never be established and the transaction or matter is considered significant, the transaction or matter shall be brought before a special membership meeting.

6.6 Non-Compliance

A Councillor who fails to, or makes an incomplete disclosure of a conflict of interest under this section may be subject to a disciplinary process consistent with *Section 5.11 (Discipline)* of this manual, without prejudice to any other disciplinary or legal action the Council, on behalf of Squamish Nation, may take.

6.7 Clarity

Under no circumstances should a Councillor choose his or her self interest over the interests of the Squamish Nation. To give further clarity, the following is a non-exhaustive list of examples of conflict of interest:

- a) A councillor advocates for a business to receive a contract from the Squamish Nation, and receives a finder's fee from said business.
- b) A councillor does not disclose or get prior approval from Council to accept an expensive meal or hockey tickets from a potential business partner of the Squamish Nation.
- c) A councillor owns a company that receives contracts from the Squamish Nation.
- d) A councillor advocates for a program that might potentially hire their son or daughter.
- e) A councillor discloses confidential information about an upcoming Squamish Nation business opportunity in order to give a friend or family member a competitive advantage.
- f) A councillor gains an advantage of a personal benefit by contacting a business partner (or potential business partner) of the Squamish Nation to seek a donation for their child's sports team or cultural group without prior approval of Council.
- g) Directorship in a Squamish Nation company is not considered a personal interest.

7.0 COUNCIL REMUNERATION

7.1 Purpose

Squamish Nation membership expects that elected Councillors will perform their responsibilities in a manner that represents the best interests of the Nation. In carrying out their fiduciary responsibilities and meeting the provisions of this manual, Councillors are entitled to equitable compensation, vacation, leave, and benefits.

7.2 Remuneration

Members of Council are not classified as employees for the duration of their time in office. As an elected official, a Councillor will receive compensation as set out below for the provision of duties of office:

- a) The level of remuneration is set based upon the expectation that Councillors spend approximately 220 days per year carrying out duties of Council. Duties include Council meetings, General/special meetings, committee meetings, meeting preparation and reading Nation documents and other related responsibilities. Council service may include duties during the day, evening and weekends.
 - i. A Councillor who is not able to make that commitment must declare in writing to the Co-Chairs the number of days they anticipate being available, and their rate of compensation will be a pro rata share of the applicable rate in b), c) or d) below.
 - ii. A Councillor whose excessive absence is such that he or she is no longer an effective contributor to Council may have their remuneration reduced at the discretion of the Co-Chairs.
- b) Councillors will receive total compensation of \$70,200 per year, paid bi-weekly;
- c) Council Spokespersons will receive total compensation of \$74,100 per year, paid bi-weekly;
- d) Co-Chairs of Council will receive total compensation of \$78,000 per year, paid bi-weekly; and

- e) Co-Chair, Spokespersons, and Councillor compensation will be reviewed two months prior to the end of each Council term based on an adjustment calculation that is the lesser of:
 - i. any percentage general increase given to Department Heads or;
 - ii. the average Consumer Price Index (CPI) for the previous term.

7.3 Exemption

There are times when an elected Councillor, at the time they are elected to serve on Council, is an existing employee of the Nation. In these situations and subject to the terms and conditions of any provision in this manual or any other relevant Squamish Nation policy, Council may apply an exemption of *section 7.2* and approve a continuance of the employee rate of pay for an individual Councillor. This approval must be done by way of Council resolution executed at a duly convened meeting.

7.4 Leave from Employment

Any newly elected Councillor who is currently an employee must take a leave from employment by January 31st of the year following the election, under the terms of the Employment Policy, unless approved by Council consistent with *Section 5.9 j)*.

The maximum employment leave will be the lesser of one (1) council term or 4 years.

Employees who are elected to Council can only take one leave of absence over their career with the Squamish Nation. If individuals are elected more than once, they will be considered to have resigned from their employment position, and will receive a payout in accordance with the Squamish Nation Employment Policy and applicable labor law.

7.5 Commencement of Duties

Councillor roles and responsibilities will commence and Councillors will start being paid at the approved rate, effective the day they are sworn in.

7.6 Councillor Agreements

Before newly elected and returning Councillors take office, they must complete the following:

- a) Sign a Code of Ethics and Conduct Certification;
- b) Sign a Conflict of Interest – Annual Declaration;
- c) Sign a Conflict of Interest Disclosure;
- d) Take the Oath of Service; and
- e) Be sworn in.

The completed documents must be returned to the Council Manager, who will be responsible for tracking and safeguarding Council documents.

7.7 Group Benefits Entitlement

Members of Council may participate in the Squamish Nation benefit programs where eligible. Enrollment will begin on the date the Councillor is sworn in and benefits will include, but are not limited to:

- a) Extended Health benefits;
- b) Dental benefits;
- c) Life Insurance; and
- d) Group Pension Plan

7.8 Vacation and Holidays

Council will determine an annual Council and Advisory Committee break of approximately four (4) weeks. Statutory holidays and Family Days as provided to Squamish Nation employees are considered paid non-working days for Councillors.

7.9 Other Remuneration

Generally Councillors are not eligible for overtime, honorariums, attendance fees or other forms of payment beyond the rate of Council compensation prescribed in this policy. In the event a Council Member receives compensation from a third party for participation on a board or outside agency as a representative of Squamish Nation, the Councillor must either decline or transfer the financial benefit to the Squamish Nation. Councillors may keep such payments subject to the conditions described in *section 5.5 c) and d)* of this Manual.

7.10 Travel and Incidentals Allowance

In addition to Council compensation, Councillors will receive a travel and incidentals allowance of \$8,400 paid monthly at a rate of \$700. This rate will be adjusted at the same rate as any general increase given to Squamish Nation Department Heads.

7.11 Out of Town Travel

All out of town travel must be approved by Council. Council representation at any Provincial, National or business conference will be the decision of Council as a whole.

Costs incurred when traveling to conferences, conventions and other training sessions, as well as meetings approved by Council at locations beyond city boundaries (including transportation, meals, hotels, communication and other costs) will be reimbursed in accordance with Squamish Nation Travel and Expense Policy as amended from time to time.

7.12 Office Equipment and Devices

Councillors will receive a mobile telephone and may receive other devices such as laptops as approved by Council and distributed by the Co-Chairs.

Councillors are expected to use their mobile phones for Squamish Nation business and reasonable personal use. Councillors will be responsible for any charges related to excessive personal use. Councillors are expected to protect the confidential

information of the Squamish Nation, and therefore must not allow others, including family and friends, to use their mobile phones.

Travel away from Canada will trigger high roaming charges which the Nation will not cover as a business expense unless specifically approved by Council or the Co-Chairs prior to travel.

- a) If travel is planned to the United States and a Councillor requires maintaining council communication for duration or part of the travel, the Councillor must seek written approval from Council or the Co-Chairs for a short term plan which will cover some modest use while in the United States.
- b) Once approved, Councillors must forward the written authorization to the Squamish Nation IT Manager at least three working days in advance of the travel.
- c) Councillors will be required to pay any charges in excess of the short term plan. Councillors will be advised how much the additional charges are, and these will be deducted from the Councillor's bi-weekly compensation.

7.13 Office Space

Councillors may be allocated Council office space by the Co-Chairs of Council, subject to availability of appropriate office space and location.

7.14 Retirement Allowance

This transitional retirement provision will apply only to those council members elected prior to a certain date.

In the past, a monthly Retirement Allowance of \$500 per month was paid to Councillors who leave office with more than 15 years of cumulative service. This practice acknowledged that Councillors were not able to contribute to a pension plan.

Upon adoption of this manual, this Retirement Allowance is being eliminated and replaced with a group pension plan. Newly-elected Councillors who decline enrollment in the pension plan will not receive any other retiring allowances.

In transition, consideration will be given to those Councillors who served during the period when the Retirement Allowance was in effect. Therefore, the monthly Retirement Allowance will continue to be paid to all former Councillors who are currently receiving it. The monthly Retirement Allowance will be paid to Councillors who are on Council at the time of the adoption of this manual, should they meet the 15 years of service requirement at the time they do not return to Council. At that time, their retirement allowance will be determined as a pro rata amount based on the number of years of service achieved up to March 31, 2015.

The practice of continuing a Councillor's Retiring Allowance for widows/widowers (at a rate of \$300) will continue. A spouse will only receive the Widow/Widower Allowance if their Councilor spouse received the Retirement Allowance when alive.

7.15 Non-Returning Councillors

a) Public Service Honorarium

Non-returning Councillors at Large will be paid a one-time Public Service Honorarium for uninterrupted Council service as follows;

- i. Five (5) days for the first year of service and;
- ii. Three (3) days for each of the remaining years of non-interrupted council service.

No Councillor can receive a Public Service Honorarium and Employee Years of Service payments for the same time period.

Prior to receiving this public service honorarium, Non-Returning Councillors will be asked to sign an exit agreement outlining their responsibilities including ongoing confidentiality requirements.

b) Returning to Employment Position

Non-returning Councillors who were employees before their elected term and were on employment leave pursuant to an Employment Leave Agreement, will have their Councillor salary continue until January 31, of the year following the election at the rate they were earning prior to the election. On February 1 of the year following the election, they will return to their employee rate. This is to permit the employee to make a smooth transition back to their employee rate of pay.

Within two weeks following the election, a non-returning Councillor on employment leave, should meet with the Department Head, Human Resources to begin the process of returning to the same/similar employment position with the objective of having the matter settled by January 31st following the election.

While the specific job the non-returning Councillor had before they took leave may no longer be available, Human Resources will make every effort to locate a job within the organization which is equal in status to the job the individual left when they took employment leave. The rate of pay will be based on the Performance and Compensation strategy for the new position but in any case will be at least the rate of pay the individual was receiving at the time he or she went on employment leave.

Following a second council term, this section will no longer apply (*per Section 7.4*)

c) Compensation and Benefits Continuance

Non-returning Councillors at large:

- I. will have their compensation continued until March 15th of the year following the election.

- II. Non-returning Councillors at large will receive their final travel allowance in December of the year of election.
- III. Non-returning Councillors at large will have their Group Benefits continued until March 15th of the year following the election.
- IV. Non-returning Councillors at large may not receive contract compensation, honoraria or any other compensation during this period.

d) Transition

In order to ensure a smooth transition, non-returning Councillors are expected to undertake the following actions:

- I. **Office Space** – non-returning Councillors are expected to clear out their Councillor office space by December 31st following the election. Personal items should be moved out by that date so that the office can be reassigned. Files relating to Nation business are the property of the Nation and should be left in the office.
- II. **Return of Equipment** – Non-returning Councillors are required to return any computers or other electronic equipment (including Blackberry or iPhone) to the Council Manager or the HR Department by December 31st following the election.
- III. **Transfer of Knowledge and Responsibility** – so as to effect a smooth transition of knowledge and responsibility, non-returning Councillors are to provide to the Co-Chairs a list of all committees and initiatives on which he/she acted as a representative of the Nation so that the responsibility can be reassigned. This should be done by December 31st following the election.

8.0 COMING INTO FORCE

8.1 Purpose

For clarity, this section sets out the date that the provisions in this manual come into force.

8.2 Coming into Force

All provisions come into force immediately upon adoption of this manual, except as set out below.

8.3 Employment Leave

Section 7.4 will come into force as of the next election in December 2017.

Under these new rules, if an employee is a successful candidate in the next election, they must take an employment leave by January 31st of the year following the election, under the terms of the Employment Policy, unless approved by Council consistent with *Section 5.9 j*).

Until that time, or unless approved under *Section 5.9 j*), where a member of the Squamish Nation Council is also an employee, Squamish Nation Human Resources Policy shall apply while the member of Council is undertaking activities related to their roles and responsibilities as an employee. This manual shall apply while the member of Council is undertaking activities related to their roles and responsibilities as a Councillor.

For clarity, those employee Councillors who are fulfilling both employment and council roles at the time of the adoption of this manual will need to take a leave of absence from their employment roles if re-elected in December 2017, unless exempted under *Section 5.9 j*). Further, current employee Councillors (at the time of the adoption of this manual), whether or not they have taken a leave will only be allowed one leave if re-elected in December 2017.

8.4 Retirement Allowance Transition Provisions

The transitional retirement provision in *Section 7.14* will apply only to those council members elected prior to March 2015.

In the past, a monthly Retirement Allowance of \$500 per month was paid to Councillors who leave office with more than 15 years of service. This practice acknowledged that Councillors were not able to contribute to a pension plan.

This Retirement Allowance is being eliminated and replaced with a group pension plan. Upon adoption of this manual, newly-elected Councillors who decline enrollment in the pension plan will not receive any other retiring allowances.

In transition, consideration will be given to those Councillors who served during the period when the Retirement Allowance was in effect. Therefore, the monthly Retirement Allowance will continue to be available to all Councillors who are currently on Council, should they meet the 15 years of service requirement at the time they do not return to Council. At that time, their retirement allowance will be determined as a pro rata based on the number of years of service achieved up to December 31, 2015.

An example of a circumstance under which this would apply is as follows:

A councillor who does not return in the election of 2021 who has 16 years of service at that time, including 10 years of service under this transitional provision, would be eligible for a pro rata retirement allowance of 10/15^{ths} of the \$500 per month (10 being the number of years of service they had as of December 2015)

8.5 Code of Ethics and Conduct

Within one month of adoption of this Code of Ethics and Conduct (*Section 5 – Code of Ethics and Conduct*) all current elected officials will be required to affirm in writing that they have received the code, understand the provisions and their obligations therein and pledge to conduct themselves by the code and any applicable policy, by way of signing the Code of Ethics and Conduct Certification.

Following the first affirmation, the annual re-affirmation will be due within one month of the anniversary date of the election.

8.6 Remuneration

Section 7.2 (“Remuneration”) will come into force upon adoption of this manual and upon the signing of the Agreements listed *in Section 7.6 (“Councillor Agreements”)* within a month of the adoption of this manual. Remuneration provisions will be retroactive to April 1, 2014.

8.7 Conflict of Interest Provisions

Within one month of adoption of this manual, all current elected officials shall affirm in writing that they have received the Conflict of Interest provisions of this manual, understand the provisions and their obligations therein and pledge to conduct themselves by the provisions and any applicable policy, through the following documents:

- a) Conflict of Interest – Annual Declaration; and
- b) Conflict of Interest Disclosure

APPENDIX – A - ANNUAL COUNCILLOR DECLARATIONS

CODE OF ETHICS AND CONDUCT – ANNUAL DECLARATION

COUNCIL TERM	
COUNCIL MEMBER'S NAME	

I am a Councillor of the Squamish Nation Council.

I hereby certify that, before signing below, I have read and am familiar with *Section 5.0* of the Squamish Nation Council Governance Manual and I have been offered training and assistance in understanding the Code of Conduct, and I am aware of the provisions of the Code and its application to my responsibilities. Consistent with the Code, I pledge the following in the conduct of my duties:

AUTHORITY

- a) I acknowledge and agree to uphold the collective authority of Council.
- b) I acknowledge and agree I 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 Squamish Nation without prior discussion and approval of Council regarding such interaction.
- c) I only raise issues of Administration or staff performance with Co-Chairs, who in turn have a responsibility to address the matter with the appropriate EOO.
- d) I will respect all documents signed by approved administrative signing authorities acting on behalf of the Nation, including without limitation, contracts, purchases and payments.
- e) I acknowledge and agree that unless otherwise stated in an applicable policy or direction approved by Council, under no circumstances will I directly instruct, direct or discipline staff, except through the Administration.
- f) I acknowledge and agree I will not abuse my Council position to intimidate, harass, assault, or otherwise threaten a staff member or any other person.

INTEGRITY

- a) I will treat fellow Councillors, appointed officials, staff and public with patience, courtesy and diplomacy, even when disagreeing on what is best for the community.
- b) I will not promise others something that cannot be delivered by the Squamish Nation or that has unrealistic results.
- c) I am prepared to make unpopular decisions when my fiduciary duty to act in the best interests of the Nation requires it.
- d) I will not knowingly use false or inaccurate information to support my position or views.
- e) I will not do anything or make comments in public forums or through social media that may adversely affect the Squamish Nation's public image or credibility.
- f) I will safeguard my ability to make independent, objective, fair and impartial judgments by carefully avoiding financial and social relationships and transactions that may compromise, or give the appearance of compromising, objectivity, independence, and honesty.
- g) I will respect and comply with Squamish Nation applicable policy for accepting gifts.
- h) I will excuse myself from participating in Council decisions when I have a conflict or an appearance of a conflict.
- i) I will not give special treatment or withhold fair consideration to any individual or group beyond that available to any other individual.

CONFIDENTIALITY

- a) I will refrain from disclosing confidential information concerning litigation, personnel, property, economic development, or other confidential affairs of the Nation, without prior consent of Council or without proper legal authority, and will not use such information to advance my financial or other personal interests.

ACCOUNTABILITY

- a) I will fulfill the Squamish Nation Oath of Service.
- b) I will carry out my duties in good faith and with due-diligence, care and skill.
- c) I will not use Nation resources, equipment, supplies or facilities for private gain or personal benefit.
- d) I will be a prudent steward of Nation resources and actively consider the impact of decisions on the financial and social stability of the Nation and its membership.
- e) I will attend all Council meetings and membership meetings, except where authorized to be absent by Council or Co-Chairs.
- f) I will not make a claim for any payment or financial benefit from Squamish Nation if I am not lawfully entitled to the payment or financial benefit.
- g) I will not defraud, or attempt to defraud, the Squamish Nation or any subsidiary of the Squamish Nation.
- h) I will inform Co-Chairs if convicted of an indictable offence while a Councillor of the Squamish Nation.

RESPECT

- a) I will treat my fellow officials, staff and the public with patience, courtesy and civility, even when we disagree on what is best for the community.
- b) I will work towards consensus building and gain value from diverse opinions.
- c) I will respect the distinction between the role of Council and the role of Squamish Nation Administration; I will refer all administrative matters to the Co-Chairs.
- d) I will conduct myself in a courteous and respectful manner at all times during the performance of my official duties.
- e) I will respect, protect and enhance our Nation’s cultural values and traditions; I will respect the important cultural, spiritual and traditional celebrations and events of our Nation.

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Council Member Signature

Date

--	--

Witness Signature

Date

CONFLICT OF INTEREST – ANNUAL DECLARATION

APPLIES TO YEAR	
COUNCIL MEMBER'S NAME	

I am a Councillor of the Squamish Nation Council.

I hereby declare that, before signing below, I have read and am familiar with the following and agree to comply with them:

1. My obligations set out in the provisions of each section 1 to 8 of the Council Governance Manual of the Squamish Nation on the date of this Declaration set out below, all of which apply to me as a Councillor;
2. My obligation to sign an annual disclosure and give it to the Council Manager for review, of any private interests I have that could result in a potential conflict of interest and to take all reasonable steps in accordance with the requirements of the Council Governance Manual to avoid conflicts of interest;
3. My obligation to notify the Co-Chairs in a timely manner when any material change to my conflict of interest disclosure arises;
4. The requirement of Council that I annually confirm the above in writing by signing and dating this declaration and providing it to the Council Manager, for filing and retention in the records of the Squamish Nation.

--	--

Council Member Signature

Date

--	--

Witness Signature

Date

CONFLICT OF INTEREST – ANNUAL DISCLOSURE

APPLIES TO YEAR	
COUNCIL MEMBER’S NAME	

Upon election to Council, each Councillor will disclose Conflicts of Interest, within one month following the election date.

So that the Council Manager has the most current information, each Councillor will be requested annually to review previous disclosures and update as necessary.

Consistent with *Section 6.0* of the Council Governance Manual, a conflict of interest arises where you have a personal interest which conflicts, might conflict or may be perceived to conflict with the interests of the Squamish Nation. A conflict of interest could arise in relation to personal matters including:

- a) directorships or other employment in agencies or companies that have a professional or business relationship with Squamish Nation;
- b) interests in business enterprises or professional practices that does or may provide Services to the Squamish Nation;
- c) existing professional/ Business relationship with the Squamish Nation;
- d) professional associations or relationships with other organizations that does business with the Squamish Nation; and
- e) any related persons that have or could have a professional or business relationship with the Squamish Nation.

Every Councillor must disclose any obligation, commitment, relationship or interest that could conflict or may be perceived to conflict with his or her duties to the interests of the Squamish Nation.

- 1) Names of the Councillor’s dependents at the time of the disclosure:
- 2) Employment held by the Councillor’s spouse at the time of disclosure:
- 3) I hold the following offices (appointed or elected):
- 4) A real or perceived conflict of interest with my duty as a Councillor could arise because I or a related person receives financial remuneration (either for services performed, as an owner or part owner, trustee, or employee or otherwise) from the following sources:

5) Real property, including any interest in Squamish Nation lands, such as a CP, permit, lease or mortgage, interest in an estate, owned by the Councillor or the Councillor's spouse at the time of the disclosure:

6) Other than disclosed above, do you have any relationships or interests that could compromise, or be perceived to compromise, your ability to exercise judgment or decision-making independently and objectively with a view to the best interests of the Squamish Nation? **Yes ___No___**

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Council Member Signature

Date

--	--

Witness Signature

Date

APPENDIX – B – BEST PRACTICES FOR MEETING MATERIALS

Best Practices for Providing Council Materials

Council must have all necessary documents and background materials in advance of a meeting, to allow them to contribute to the discussion and make an informed decision.

For all matters that come before Council, a briefing note must be prepared and provided to Council in advance by the respective department requesting a Council decision. The Briefing Note should include the following sections (additional information may be attached as appendices):

- Background;
- Management discussion;
 - Options
- Budget or Financial Impact;
- Strategic and Risk Evaluation;
- Impact to Membership;
- timelines; and
- Recommendation(s)

Other materials that may be required include written opinions from legal counsel, accountants, financial advisors and other professionals, draft letters, motions or resolutions.

All supporting documents must be supplied within three working days prior to the meeting or Co-Chairs may remove it from the agenda, or defer decisions on the matter until the next meeting.

APPENDIX – C – GUIDELINES FOR COUNCIL COMMITTEE TERMS OF REFERENCE

Introduction

A Terms of Reference must be created for each Council Committee. Once Council have determined that an advisory committee will be created, and Co-Chairs have named the committee members and the Committee Chair, the Committee should develop the terms of reference and have it reviewed and approved by Council.

Following is a non-exhaustive list of the standard sections that should comprise a Council Advisory Committee Terms of Reference:

- Name and Type
- General Purpose and Mandate
- Key Duties and Responsibilities
- Appointed Members
- Meetings and meeting minutes
- Resources Needed – Financial and Human Resources
- Specific Annual Objectives
- Reports and Target Dates
- Review and Evaluation Process
- Approval and Review Date

Name and Type

- What type of Committee (Ad Hoc or Standing)
- What will this Committee be named?
- Give a general overview of how and why the Committee was established.

General Purpose and Mandate

- Direction given by Council to the Advisory Committee to carry out specific tasks on its behalf – what are the outcome and deliverables.
- The Committee will be provided with copies of the Squamish Nation Mission Statement and relevant bylaws, program and policy manuals, meeting minutes, Band Council Resolution specific to this issue, with timelines and expectations

as reference materials. This will ensure the Committee is oriented to the same goals as the Council.

- How long will the Committee be in place?

Key Duties and Responsibilities

- What are the objectives of the Committee?
- What are its limitations?
- What are the specific tasks of the Committee?
- How will it work towards accomplishing these tasks?
- Conflict of Interest Guidelines will apply.

Appointed Members

- 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.?

Meetings

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

Resources

Financial

- What funds are allocated to the Committee?
- What is the purpose of these funds (technical assistance)?
- Are there restrictions on expenditures?
- Approvals for expenditures are necessary.

- Are there timing considerations?

Staff

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

Specific Annual Objectives

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

Reports and Target Dates

- The Committee reports to Squamish Nation Council
- How often does it report?
- What elements must the report contain?
- The Chairperson will provide the report with support from other appointed members.

Review and Evaluation Process

- How will this Committee be evaluated?
- What will be the mark of success?
- The Committee will be evaluated by Council.
- Council Co-Chairs 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?

Approval and Review Date

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

APPENDIX – D – SQUAMISH NATION OATH OF SERVICE

Squamish Nation Oath of Service

Council Oath of Service Declaration of Council of the Squamish Nation

I, _____ do solemnly declare as follows:

1. THAT I will be faithful and bear true allegiance to the Squamish People in Office of Council of the Squamish Nation.
2. THAT I will strive to advance the interests of all the members of my Nation; that I will not allow any private interests to influence my conduct in public matters, and I will faithfully perform the duties of my Office to the best of my ability.
3. THAT I will exercise discretion and sound judgement in all matters of a confidential nature that are disclosed to me by virtue of my Office.

I understand the above and agree to the terms outlined and in the presence of a witness I have hereunto affixed my signature.

Declared before me on this ____ day of _____, 20____.

Witness

Signature

Print Name

Signature

APPENDIX – E – PRAYER OF AMALGAMATION

RETYPE FOR INCLUSION IN THIS MANUAL

Squamish Nation of Indians
North Vancouver
British Columbia

Dr. Duncan C. Scott
Deputy Superintendent General of Indian Affairs

July 23rd, 1923

Sir:

We the undersigned on behalf of the Squamish Indians beg leave to respectfully convey the prayer of the Squamish Indians for your consideration and approval.

In preamble we take the liberty to acquaint you with the fact that the Squamish Nation of Indians have had under consideration for the past eight years the question of the amalgamation of the several band of the tribe and after a series of meetings recently, during which we considered and digested the question of amalgamation and with a view of illuminating for all time to come any inequality or disagreement among the Squamish Tribe. It was unanimously agreed by the members and Chiefs of the under mentioned reserves, that the amalgamation of the several Bands is the only solution for the good government of the tribe, which would have as an ultimate result the abolishment of ill feeling that has arisen in past transactions, and which we know will henceforth bring about a brotherly feeling among each and every member of the Squamish people.

It has also been agreed that the several funds of the Squamish Indians held in trust for them by the Government be consolidated into one fund and that any future disbursement of money be equally divided among the Squamish people.

With a view of properly conducting the affairs of the Squamish Indians we have unanimously agreed to have a council to transact the affairs of our people in co-operation with the Indian Department, said council to be composed of all the Chiefs of the Squamish Nation of Indians, and we may say that said Council has met with the approval of every Chief of the Squamish Indians and the people.

The above is the true and sincere desire of the Squamish people for their future welfare, and we are thankful in having the honour of meeting you in person, to most sincerely pray that you approve of the amalgamation of the Squamish Indians, and the consolidation of _____.

So further and more respectfully pray that you approve of the council and give due recognition of chiefs of the Squamish Indians to act as a council for the Squamish people, and we hope that any representations that the council may make in the future will receive a sympathetic and attentive hearing from the Government, and especially the Department of Indian Affairs to whom we look for protection, guidance and assistance in the good government of our affairs.

That power be granted the council of chiefs to enact bylaws for the good government of the members.

It is the desire of the people that the superintendent general or his deputy would be his most generous consideration to such representation and recommendation as council of tribe may from time to time t make, having in view the improvement or development of any of its reserves and the expenditure of tribal funds for this purpose. The council will give due regard to the practice of economy and will endeavour to make restrictions of foolish or extravagant nature.

We beg to say that the above are the principle requirements of the Squamish people, and we again say that we will ever pray for the amalgamation of the Squamish Indians and the consolidation of the funds; and that in our opinion the only and proper manner of administering the affairs of our people is through a council of the chiefs in co-operation with the Department, and again pray that you give our council recognition, to this we will every pray, And we hereby affix our signatures and marks to certify to the above, on behalf of the Squamish Nation of Indians we are humbly but respectfully,

(the letter was signed by members and Chiefs of the Reserves)