



## **Board of Directors Terms of Reference**

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### **Governance**

The First Nation Land Governance Registry (FNLGR) will operate as an independent, not-for-profit corporation. The FNLGR Board of Directors will be composed of representatives from operational and self-governing First Nations, alongside independent directors with relevant expertise. The Board's responsibilities include directing policy and planning, overseeing financial management, ensuring accountability, and maintaining compliance with legal and ethical standards.

### **Core Values**

FNLGR is committed to transparency, ensuring that all decisions, processes, and operations are open and accessible and supported by regular reporting and clear communication to build trust and accountability. The Board and staff are accountable to First Nations communities, focusing on effective resource management, compliance with legal and ethical standards, and achieving the registry's mission.

FNLGR honours First Nations' sovereignty by prioritizing their governance structures, legal traditions, and self-determination in all activities. The organization is also dedicated to environmental sustainability, promoting land management practices that protect the environment for future generations. Inclusivity and diversity are core to FNLGR's values, ensuring representation from various First Nations communities and fostering an inclusive environment in all governance and operational activities.

### **Competencies**

The desired competencies for the Board include a deep understanding of First Nation governance structures, traditions, and legal frameworks, coupled with strong legal and regulatory expertise in land governance. Board members should have proven ability in stakeholder engagement, effectively collaborating with diverse groups. A clear strategic vision and commitment to the long-term goals of the FNLGR are essential, along with a dedication to promoting diversity and inclusion, ensuring representation from various First Nation communities. These qualifications collectively equip the FNLGR Board to address complex governance challenges and advance the sustainable land management interests of Indigenous communities.

### **Board Composition**

The Board will consist of seven members, structured as follows:

- **1 member from Operational First Nations** in each of the West, Prairies, and East regions.
- **1 member from a Self-Governing First Nation.**
- **2 independent directors** with expertise in areas such as finance, human resources, and business.
- **Exclusion:** Members cannot be sitting LAB Directors.

Members will be selected by Operational First Nations and Self-Governing First Nations. The Board will convene quarterly, utilizing a mix of in-person and virtual meetings. Appointments will be for 3-year terms, with re-election eligibility, and members will receive remuneration for their service.

### **FNLGR Governance Positions**

The Board Chair will be selected by the Board members of the First Nation Land Governance Registry (FNLGR). The selection process will prioritize candidates' qualifications, expertise, and alignment with the FNLGR's values and strategic objectives. The Board will ensure that individuals chosen for these roles possess the necessary skills and experience to lead, support, and manage the registry's governance activities effectively, fostering a collaborative and inclusive environment.

#### **1. Board Chair**

The Board Chair will lead the governance committee and work closely with Leadership and the Registrar (CEO). This role requires in-depth knowledge of First Nation land management and business operations concepts. The Board Chair will also advocate to represent the registry within Canada, First Nation and other stakeholder groups.

#### **2. Director**

The Directors will support the Board Chair in providing direction and supporting decision-making for the governance committee. This role requires knowledge of First Nation governance and experience in a relevant area such as financial, business operations, legal or land management.

### **Decision-Making Process**

The decision-making process within the FNLGR is designed to ensure fairness, inclusivity, and respect for all Board members and stakeholders. All decisions will be documented, with regular reviews to ensure alignment with the FNLGR's mission, values, and long-term objectives.

### **Ethical Standards**

The Board is committed to maintaining the highest ethical standards, requiring members to act with integrity, respect, and professionalism. Members must disclose conflicts of interest, recuse themselves from related decisions, and adhere to a confidentiality oath.