



Rediscovery T'aalan Stl'ang

Haida Gwaii Society

Governance Policy Manual

March 2, 2022

PO Box 748 Haida Gwaii, BC V0T1M0

<i>Approval Date</i>	<i>Key Changes / Comments</i>
March 2, 2022	Approved by the Rediscovery T'aalan Stl'ang Board
Amendment Date(s) & Purpose	

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Board Policy Manual Approval

The Board of the Rediscovery Rediscovery T'aalan Stl'ang Haida Gwaii Rediscovery Society (Rediscovery T'aalan Stl'ang) approved this *Governance Policy Manual* as of (insert date).

The policies and procedures will be implemented under the direction of the Board. It is the responsibility of the Board, as a whole, to apply, enforce, review, and propose updates to these and other Rediscovery T'aalan Stl'ang policies as required.

Changes to these policies and procedures require the approval of the Board, as a whole.

Rosemary Hart, Chair

Neena Hart, Treasurer

Tamara Davidson, Secretary

James Hart, Director

Carrie Anne Vanderhoop,
Director

Tawn Dingwall, Director

Laara Yaghujaanas, Director

Leslie Bellis, Director

Introduction

In the early 1970's Haida Nation members were interested in revitalizing and rediscovering Haida values, way of life. The people living on Haida Gwaii started a camp at Rediscovery T'aalan Stl'ang camp that officially began operations in 1978, was incorporated as a Society, dissolved with an on-going need to support healing, but continued to with the support of various Haida organizational management (Board of the Haida Nation, Old Masset Village Board, etc.) due to the overwhelmingly positive benefits until 2019 when it was once again incorporated as the Rediscovery T'aalan Stl'ang Haida Gwaii Rediscovery Society (Rediscovery T'aalan Stl'ang).

Rediscovery is the longest, continually running youth program on Haida Gwaii. The power of place, of Kiusta and T'alaan Stl'aang, is very strong.

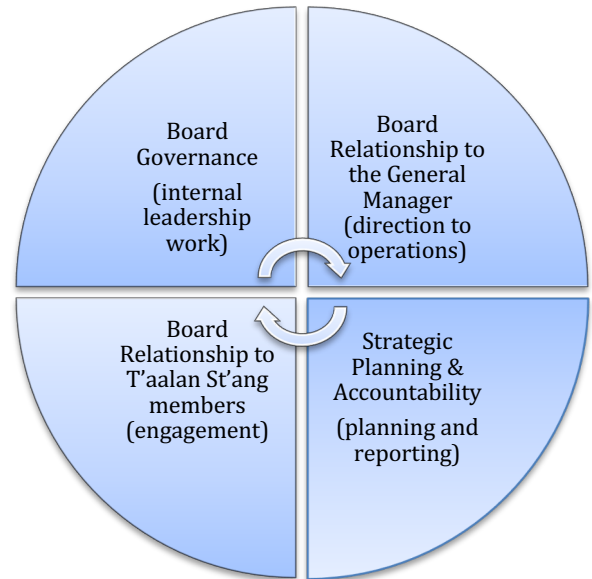
The purpose of this *Rediscovery T'aalan Stl'ang Governance Policy Manual* is to ensure and promote good governance through documentation of collaboratively developed rules and procedures of the Rediscovery T'aalan Stl'ang Board in performance of their duties, and best practices. The holistic governance policy model utilized in the development of this manual is intended to address all areas that leadership can, and should influence, within the organization.

Finally, this manual should be treated as a living document that is intended to be reviewed and updated as needed on an annual basis, to remain responsive to the internal and external environments, and to realize the Rediscovery T'aalan Stl'ang purpose.

Policy Manual Outline

This policy manual includes four (4) primary areas of policy that the Board has developed to holistically address all aspects of governance:

1. How the Board governs itself – *the Board Governance*
2. How the Board interrelates with operations through the General Manager – *the Board Relationship to the General Manager*
3. How the Board relates with to *Rediscovery T'aalan Stl'ang Society Members* Haida and Haida Gwaii community members – *the Board Relationship to Rediscovery T'aalan Stl'ang Society Members* and
4. How the Board undertakes planning that is consistent with ancestral processes and best practices – *Strategic Planning and Reporting*.



Oath of Office

Haida Gwaii Rediscovery Society Board

OATH OF OFFICE

I, _____, a representative of the Haida Gwaii Rediscovery Society (Rediscovery T'aalan Stl'ang) Board, I declare that I have read, understood, and agree to comply with the Rediscovery T'aalan Stl'ang Governance Policy Manual, and that in carrying out my duties as a member of the Board, I will:

1. Do my best to carry out my responsibilities respectfully, efficiently, and effectively consistent with Haida Values and beliefs.
2. Work with the Board members, Rediscovery T'aalan Stl'ang employees and Haida peoples and community members in a positive, problem-solving, and collaborative manner.
3. Remember that my primary duty is to serve the best interests of Rediscovery T'aalan Stl'ang Society Members, Haida and Haida Gwaii community members.
4. Adhere to and support these governance policies, values, and decisions of the Rediscovery T'aalan Stl'ang Board, including conducting myself at all times in a manner that will bring credit to the Rediscovery T'aalan Stl'ang Board, Haida Peoples and community members.
5. Continually work towards self-improvement and development through self-evaluation, ancestral teachings, and the current educational system.
6. Act as a community resource and guide for all Haida Peoples and community members to help advance and resolve issues regarding the Rediscovery T'aalan Stl'ang.
7. Respect the decisions of the Rediscovery T'aalan Stl'ang Board if I do not uphold and fulfil my responsibilities.

Signature: _____

Date: _____

Witness: _____

Date: _____

Values & Purpose

We value yahguudang (respect) and waadluxan gud ad kwaagidang (everything depends on everything else).

This means creating opportunities for people to safely learn and experience Haida culture, language, Haida ways of knowing and being. Our intent is to support a deep understanding of waadluxan gud ad kwaagidang (everything depends on everything else), awakening, empowering, belonging, joy, and responsibility, kinship and connection with our lands, water, all life, spirituality, ceremony, and celebrations to be become stronger as a people, while stewarding our rights and jurisdiction of our ancestral territory, for the benefit of all peoples, and future generations.

Section I: Governance

The purpose of the Board is to build the organizational capacity of the Rediscovery T'aalan Stl'ang through the development of by-laws, policies and procedures that enable the Rediscovery T'aalan Stl'ang to effectively realize its purpose.

1. Board Structure

- 1.1 The Rediscovery T'aalan Stl'ang Board has eight (8) members, with a majority being Haida Nation members.
- 1.2 Board positions are three (3) year terms, using staggered terms starting in 2019 with the four incumbent Board member terms expiring in 2022 at the AGM, and four new Board members established in November 2021, expiring in 2024.
- 1.3 The limit on the consecutive terms that a Board member can serve is three (3).
- 1.4 The *Recruitment Policy and Procedure* guides the selection of Board members.

2. Recruitment

- 2.2 Board members are nominated, based upon an approved competency matrix, which identifies the recommended experience and skills that the Board needs to effectively govern a Society, based upon best practices. The competency matrix includes, but is not limited to:
 - 2.2.1 Business
 - 2.2.2 Financial Skills/Experience
 - 2.2.3 Governance and Leadership (consistent with Haida ancestral leadership skills)
 - 2.2.4 Haida Culture and Language, and/or
 - 2.2.5 Member of the Rediscovery T'aalan Stl'ang and understand the purpose of the Rediscovery T'aalan Stl'ang.
- 2.3 The Board will review and update the Rediscovery T'aalan Stl'ang competency matrix, during an election year, based upon the strategic plan and needs of the Rediscovery T'aalan Stl'ang.
- 2.4 All Board members, new or existing, must meet the requirements identified in the *BC Societies Act*¹,

- 2.5 All Board members must have a vulnerable persons check and clear criminal record (for Canada and any jurisdiction the Board member has lived) or were pardoned. This does not include criminal charges related to assertion of Aboriginal rights (including title) actions endorsed by CHN. This will be demonstrated through an up-to-date clearance letter demonstrating they are clear of any serious offences (including civil convictions for fraud, theft, or assault of any kind – physical, sexual), and completed a vulnerable persons check.
- 2.6 Board Selection.
Nominees who meet the competency matrix may submit their letter of intent to serve on the Rediscovery T'aalan Stl'ang Board and will be required to participate (in person or via on-line methods) at the AGM. At the AGM they will be invited to provide an overview of their affiliation with the Haida Nation, their work and life experience, and their suitability as it relates to the approved competency matrix at the AGM, and their ability to satisfy all background checks required (including a criminal record check and vulnerable persons check).
- 2.7 Applicants must declare any potential conflict of interest (direct or indirect), as outlined in the Code of Conduct, Sec. 4.
- 2.8 Final Decision. The incumbent Board will call for voting of applicants from Rediscovery T'aalan Stl'ang Society members, with successful applicants immediately identified and announced at the AGM.
- 2.9 All Board members are required to agree in writing to serve as a Board member and adhere to the Rediscovery T'aalan Stl'ang Governance Policies.
- 2.10 To avoid any potential or real conflict of interest, former employees may not be nominated as Board member for twelve (12) months, after leaving the employ of the Rediscovery T'aalan Stl'ang.

Procedures

- 2.11 The following are recommended procedures for recruiting Rediscovery T'aalan Stl'ang Board members:
- 2.11.1 Call for Nominations. A Rediscovery T'aalan Stl'ang information package will be publicly posted. The Rediscovery T'aalan Stl'ang information package will include:
- Rediscovery T'aalan Stl'ang background
 - Composition (competency matrix)
 - Term

- d. Roles and responsibilities
- e. Accountabilities
- f. Staff resources
- g. Vacant positions being sought
- h. Personal attributes
- i. Time commitment
- j. Compensation
- k. Orientation and
- l. Nomination process.

2.11.2 The approved nomination package is attached as Appendix A in this manual.

3. Roles and Responsibilities

3.1 Roles & Responsibilities of the Board

3.1.1 The Board is responsible for developing the organizational capacity development of the Rediscovery T'aalan Stl'ang through the establishment of effective policies and procedures that address the following areas:

- a. Organizational Development of the Society, adherence to, and regular updating of governance and operations policies.
- b. Manage the General Manager, provide direction, and if needed discipline the General Manager.
- c. Undertake strategic planning, to update updated annually and renewed regularly (3-5 years).
- d. Engaging Rediscovery T'aalan Stl'ang Society Members to identify needs and interests that guide the Society, provide regular reporting, and have Rediscovery T'aalan Stl'ang Society Members participate in substantive decisions that affect the purpose of the Society.

3.1.2 Other Activities. The Board may also undertake the following actions to generally fulfill their responsibilities, as needed: to attend relevant meetings and assemblies to represent Rediscovery T'aalan Stl'ang interests and concerns; monitor the Rediscovery T'aalan Stl'ang to ensure progress on the strategic plan and mitigate risk; strengthen the development of external partners, participate on outside boards that align with Rediscovery T'aalan Stl'ang goals and objectives; collaborate with local, regional, provincial and national governments, and private sector partners for Rediscovery T'aalan Stl'ang related business opportunities; communicate and negotiate with third parties in conjunction with the General Manager; and appoint a spokesperson to engage in media relations.

3.1.3 Appointing Officers: The Board is responsible to appoint Officers at the first official meeting of the Board each year and ensuring the development.

3.1.3.1 Officers will be limited to the Chair, Secretary, and Treasurer.

- a. The Board will consider the skills and competency of each Board member to best serve in each of the Officer positions.
- b. All Officer appointments must be confirmed in writing.
- c. Officers will serve for the balance of the year in which they were appointed.

4.1 Roles and Responsibilities of the Chair

4.1.1 In addition to the roles and responsibilities of the Board as a whole, the Chair has the responsibility to:

- a. Approve all Board Meeting Agendas (based upon the recommendations of the Board and General Manager).
- b. Ensure the convening of all meetings of the Board, in accordance with established procedures.
- c. Chair all meetings of the Board, consistent with *Modern Rules of Order*.
- d. Act in a supervisory capacity for all Board members' activities.
- e. Acting as the representative and spokesperson of the Rediscovery T'aalan Stl'ang Society, or ensuring another Board member is appointed, with the approval of the remainder of the Board.
- f. Signing documents on behalf of the Board, consistent with decisions of Board.
- g. Providing day to day direction to the General Manager, based upon the understood will of the Board, and consistency with policies and prior decisions of the Board (including the Strategic Plan).
- h. Undertake disciplinary measures with another Board member or the Senior Manger if needed, as determined by a quorum of Board.
- i. Making decisions when required, on behalf of the Board, when such decisions are necessary to govern effectively. Such decisions will be reported to the Board at the next meeting of the Board.
- j. Appointing another Board member to fulfill responsibilities in her/his/their absence in writing with notification to the remainder of the Board.

4.1.2 The Chair may delegate her/his/their authority but remains accountable for the exercising of the Chair's authority.

4.1.3 The Board is responsible for monitoring the role of the Chair, and if the Chair does not fulfill her/his/their responsibilities it is the responsibility of the remainder of Board to immediately draw attention to this. If the Chair continues to not fulfill her/his/their responsibilities the remainder of Board must follow the *Non-Conformance Policy*.

4.2 Roles and Responsibilities of the Treasurer

4.2.1 The Treasurer is nominated by the Board from amongst the Board members, and is responsible for:

- a. Assisting with the preparation of the annual budget.
- b. Make recommendations for financial management services, for approval by the Board, in the form of a briefing with any required materials (e.g., letter of authorizations, etc.)
- c. Assisting with regular financial reporting, annually and as determined necessary by the Board.
- d. Ensuring policies that safeguard the assets of Rediscovery T'aalan Stl'ang are effective.
- e. Recommend the appointment of external auditors for the Board.
- f. Review the external auditor's annual management letter.
- g. Review the audited financial statements and recommend their approval to the Board.
- h. Review any other financial reports and forward its recommendations to the Board, if any.
- i. Maintaining appropriate controls over the receipt and disbursement of Rediscovery T'aalan Stl'ang funds.
- j. Investigate and report on any financial matter referred to him/her by the Board.
- k. Performing those functions delegated to him/her by the Board and/or Chair.

4.2.2 The full Board is responsible to monitor the role of the Treasurer, and if the Treasurer does not fulfill her/his/their responsibilities it is the responsibility of the remainder of the Board to immediately draw attention to this. If the Treasurer continues to not fulfill her/his/their responsibilities the remainder of the Board must follow the Discipline section of the *Non-Conformance Policy*.

4.3 Roles and Responsibilities of the Secretary

4.3.1 The Secretary is nominated by the Board from amongst the Board members, and is responsible for maintaining the integrity of the Board's documents by:

- a. Ensuring the completion and filing of all Board Oaths and legal appointments as secure files that are considered privileged information.

- b. Ensuring the annual schedule of meetings is determined for regular meetings and providing notice for additional or special meetings of the Board for any additional work required, as agreed upon by the Board.
 - c. Ensuring the timely preparation of comprehensive Board meeting packages for each meeting.
 - d. Being present at all Board meetings and taking meeting minutes for Board review within five (5) business days.
 - e. Ensuring meeting minutes for in-camera meetings are secured and kept confidential in a secure electronic filing system as privileged information.
 - f. Ensuring that all Rediscovery T'aalan Stl'ang information management systems, data and records are updated regularly by the Board, the General Manager, and staff, and are maintained as secure². This includes ensuring that the Board retains all account ownership and password controls established through an annual review. This includes operations files and other assets, including the website, and all forms of digital intellectual property.
 - g. Ensuring the legal filings and other reporting of the Rediscovery T'aalan Stl'ang are completed as needed, which includes but is not limited to:
 - i. Annual Reporting
 - ii. Updating filings (including any Board approved amendments to the by-laws, as needed).
 - iii. Making available all approved Rediscovery T'aalan Stl'ang Policies (Governance, Operations) and Board approved policies, plans, reports (including financial reporting) for the Rediscovery T'aalan Stl'ang Society Members at community engagements, the AGM, Rediscovery T'aalan Stl'ang website, and other methods, approved by the Board.
 - h. Performing those functions delegated to the Secretary by the Board and/or Chair.
- 4.3.2 The full Board is responsible to monitor the role of the Secretary, and if the Secretary does not fulfill her/his/their responsibilities it is the responsibility of the remainder of the Board to immediately draw attention to this. If the Secretary continues to not fulfill her/his/their responsibilities the remainder of the Board must follow the Discipline section of the Non-Conformance Policy.

² As required by the BC Societies Act.

4. Code of Conduct

4.1 Above all, Board members will be led by the Board's values. Board members will also adhere to the following rules of conduct to ensure good governance.

4.1.1 Loyalty

- a. All Board members must be loyal to the Rediscovery T'aalan St'ang. This loyalty supersedes Board members' affiliation with external organizations, enhancing or promoting their or any other interests, and their personal interests.
- b. Board members will take an active role in developing trust amongst each other.

4.1.2 Conflict of Interest

- a. A Board member holds a position of trust. As such there is an obligation for members to avoid conflicts of interest, perceived or real³.
- b. Upon becoming a member of another Board, or Working Group, organization or other type of group, the Board member will disclose the involvement to the rest of the Board. At that time, the Board will determine if there are any situations that may arise where such membership may constitute a real or perceived conflict.
- c. To avoid perceived or real conflict of interest Board members will:
 - i. Openly declare if they find themselves in a real or perceived conflict of interest
 - ii. Not take part in planning, decision making, or have access to applicable Board information related to issue unless all other Board members are in the same potential conflict of interest
 - iii. Bring to the attention of the Board if a member is in a perceived conflict of interest and pursue planning to mitigate or eliminate any perceived or real conflict of interest. If there is doubt regarding whether or not a conflict exists, legal advice may be sought as determined by the Board as a whole.

³ A conflict of interest arises when a Board member's personal and/or business (direct or indirect) interests compete with or supersede his or her dedication to the interests of the T'aalan St'ang. For greater certainty, a real or perceived conflict of interest occurs when a Board member fulfills an official function and, at the same time, knows that in doing so there is an opportunity to benefit directly or indirectly.

- iv. Where the Board member has left the table due to a real or perceived conflict, the Chair will reassess whether a quorum is still present and proceed accordingly.
- v. Board members who are in real or perceived conflict of interest will be informed of the Board decision when they return to the Board table.
- vi. All conflicts of interest whether real, or perceived, and the procedures followed will be noted in the meeting minutes.

4.1.3 Communication & Role Modeling:

- a. Board members are role models and ambassadors of Rediscovery T'aalan Stl'ang and as such, will conduct themselves professionally by avoiding obscene language, violence, excessive use of alcohol or drugs (legal or illegal) that negatively affect the reputation of the organization, or that may endanger their health and safety or any other person.
- b. Board members will deal with each other, staff, Rediscovery T'aalan Stl'ang Society members, other persons, and outside entities or individuals in a fair, open, honest, and respectful manner.
- c. Board members will deal with issues, not personalities.
- d. Board members will approach their work together in a collaborative manner by: openly sharing ideas and information demonstrating appreciation for diverse points of view and contributing to problem-solving by discussing solutions.
- e. Board members will respect the right of all Board members to be heard and will listen attentively to others.

4.1.4 Authority

- a. Board members must act as a team, and do not have any individual authority other than that outlined in the Board policies or other documents.
- b. Individual or groups of Board members have no authority to direct the General Manager or staff except as outlined in the policies.
- c. Except for the authority granted to the Chair, or authority delegated from the Chair to other Board members, Board members have no authority to interact with the public, the media and others on the Board's behalf.
- d. Board members will respect and adhere to all Rediscovery T'aalan Stl'ang policies, including those that:

- i. Outline approved signing authorities and approval processes (e.g. the Board motions, contracts, purchases and payments)
 - ii. Outline the use of Rediscovery T'aalan Stl'ang logos, equipment, vehicles, or property for anything other than official Board business, or as authorized by approved Board policy and
 - iii. Draw attention to potential areas of risk and support policy development that mitigates the identified risk.
- e. Board members will not make any judgment of the General Manager or staff performance unless that performance is included as a part of the Board approved policies.
 - f. All requests to maintain information as confidential will be respected when such requests adhere to existing policies.
 - g. Persons bringing forward valid requests for confidentiality will be treated with respect and due care. This includes, but is not limited to, personnel issues, unresolved conflicts of interest, sensitive/private personal information, legal proceedings, and proprietary information.
 - h. While there are legitimate reasons for confidentiality to be established and maintained, Rediscovery T'aalan Stl'ang is also committed to transparency. Therefore, requests for confidentiality that are inconsistent with any Rediscovery T'aalan Stl'ang policy and processes to resolve issues will not be tolerated and any intentional attempts to circumvent Rediscovery T'aalan Stl'ang policy and processes may result in disciplinary action.

4.1.5 Standard of Care

- a. Board members should exercise their powers honestly, professionally, and in good faith, with a view to the best interest of the Rediscovery T'aalan Stl'ang, Rediscovery T'aalan Stl'ang Society members, community members, and future generations. Board members should exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

4.1.6 Confidentiality

- a. Board members have a responsibility for maintaining confidentiality of all information obtained by them as a result of their position, including but not limited to Rediscovery

T'aalan Stl'ang governing, business information and opportunities, operating information, member information, and planned/existing agreements that have not been deemed public by the Board as a whole.

- b. Board members will not give out official and/or confidential information acquired as a result of their elected position, unless they have the expressed written permission from the Board.
- c. The duty of confidentiality remains even beyond a Board member's term.

4.1.7 Gifts

- a. Gifts of Protocol/Custom/Courtesy may be accepted in the course of performing Board responsibilities. Gifts of protocol/custom/courtesy are defined as being non-monetary items that are nominal in value (e.g., gift under \$100), clearly associated with the individual Board member's presence/service (e.g. speaking engagement), usually coming from a source that Rediscovery T'aalan Stl'ang does not have a commercial/business relationship with (e.g. universities, conferences, celebrations), and made by the donor without any further expectation.
- b. A monetary gift intended to reimburse costs incurred by the Board member to attend an event/function may be accepted if Rediscovery T'aalan Stl'ang has not already covered the costs (e.g., nominal funds for fuel).
- c. These types of gifts do not need be declared and can be retained by the individual Board member for personal use.
- d. Gifts that are worth a higher than nominal value must be declared, and the Board will be recorded by the Secretary, and the Board, as a whole, will ensure compliance with the pending Rediscovery T'aalan Stl'ang Donations Policy, or decide on the appropriate disposition of the gift for community benefit (e.g., Elders raffle).
- e. Declining Gifts. Despite any good intentions behind the offering of a gift of protocol/custom/courtesy, an official gift or business gift may be construed by an impartial observer as a bribe, pay off, influence over decision-making, or improper or illegal payment, compromise Rediscovery T'aalan Stl'ang's image or values, come from a questionable source (e.g., illegal) or expose the Board to liability that could not be managed. These kinds of gifts must be declined by Board members and report the situation/incident to the remainder of the Board.

- f. If a gift is accepted by a Board member, but the Board as a whole later determines that the gift is inappropriate, the Board will determine how best to dispose of the gift, which may include returning the gift.

4.1.8 Employment/Contracting

- a. Board members may not also work as an employee or contractor for the Rediscovery T'aalan St'ang.
- b. Board members may volunteer for the Rediscovery T'aalan St'ang, in accordance with Rediscovery T'aalan St'ang volunteer policies, unless determined otherwise by the Board where there is no perceived risk (e.g., ensuring that there is sufficient liability insurance, WCB insurance).

5. Meeting and Agenda Setting

- 5.1 Board attendance at regularly scheduled monthly meetings is mandatory, on the first Wednesday of each month, unless determined otherwise by the Board.
- 5.2 Board members are encouraged to meet in person but may participate via conference call or secure on-line methods.
- 5.3 Additional meetings may be held to complete unfinished business, or for special items requiring significant time for discussion.
- 5.4 Agendas for meetings will be approved by the Board, as a whole, based upon standing and rotating agenda items, and the recommendations of the General Manager.
- 5.5 All recommendations for agenda additions from external parties will be directed to the Secretary for review and recommendations to the Board. If any applicant feels that their issue was not addressed appropriately, they may submit their issue directly to the Board using the Issue Resolution Policy procedures.
- 5.6 All Board members must be provided with a minimum of five (5) business days' notice for all meeting dates (new and rescheduled), times and locations, unless all Board members unanimously waive such notice. Notice will include draft agendas and all supporting materials.
- 5.7 Board members are expected to:
 - a. Respect everyone's time and commitment by arriving to meetings on time
 - b. Come to Board meetings prepared (read all meeting packages containing prior meeting minutes, briefings, etc.)

- c. Actively participate in all Board meetings and
 - d. Undertake all responsibilities in a conscientious manner.
- 5.8 On exceptional occasions when a Board member must miss a meeting due to a valid absence, the Board member will provide notice to the General Manager and remainder of the Board as soon as possible.
- 5.9 Unless a valid reason for absenteeism is provided, an absent Board member will be recorded as being absent without cause.
- 5.10 Board members who are absent without cause for more than three (3) meetings annually, may be subject to discipline (see Breaches Policy), suspension, or dismissal.

5.11 Chairing of Meetings

- 5.11.1 Each meeting must have an assigned chairperson.
- 5.11.2 The Chair, or designate who is notified as soon as possible, will act as Chair at all Board meetings.
- 5.11.3 The job of the Chairperson is to:
 - a. Maintain the strategic level of Board meetings (focusing upon policies, and achievement of the strategic plan)
 - b. Support the integrity of the Board's processes
 - c. Ensure meeting minutes are developed, action items are tracked, and report on all tasks and activities that arise from the Board meetings
- 5.11.4 The Chair utilizes *Modern Rules of Order* to guide meetings.
- 5.11.5 The Chair will have a second or casting vote in the event of a tie.
- 5.11.6 At Special Meetings of the Board, such as strategic planning sessions, a facilitator or person(s) with other expertise may be used to guide the Board's process.

5.12 Meeting Quorum

- 5.12.1 Quorum is established with five (5) of the eight (8) Board members being present at a meeting.
- 5.12.2 A quorum is required to conduct official Board business.
- 5.12.3 If a quorum has not been obtained within fifteen (15) minutes of the scheduled meeting time, the Board may either adjourn the meeting until the next scheduled

time or continue meeting to discuss and debate issues but not make decisions. Any recommendations from meetings where quorum is not established must be presented for consideration and decision-making by the Board at the next meeting.

5.13 Rules of Order

5.13.1 The Chair is guided by *Modern Rules of Order*.

5.14 Rules of Debate

6.0.1 Diversity of opinion and debate is welcomed as part of the Board's deliberations. To facilitate constructive debate, but come to a decision in a timely manner, the following rules of debate will be utilized:

- a. The Chair may establish or revise item time limits, to ensure all agenda items are addressed, or due diligence is undertaken, with the majority of the Board approval.
- b. Discussion will be focused on the agenda item. If any remarks are improper (e.g. personally directed vs. issue directed), it is the responsibility of the Chair to intervene and to resume the meeting according to the agenda.
- c. The Chair will ensure that all Board members have the opportunity to speak and may delay Board members from speaking multiple times on an issue before all Board members wishing to speak have had a first chance to comment.
- d. If there are clearly "for" and "against" Board members on a particular issue, the Chair will attempt to alternate these Board members on the speakers list to balance the discussion. When developing a speaker's list, the Chair will place him/herself at the end of the speaking rotation.
- e. During meetings Board members who believe additional due diligence is required for an issue or believe there is potential risk must present their concerns during debate or during a regularly scheduled meeting.
- f. When the Chair decides that there has been sufficient discussion (e.g., no new information being raised), the Chair will summarize the discussion and suggest closure of the topic or recommend that a decision be made.

5.15 Decision Making

- 5.15.1 Decision-making will only occur once the Board, as a whole, has completed the required due diligence appropriate to each particular issue. For example, review of the annual strategic plan to ensure alignment, seeking professional (accounting, legal) advice, or directing the completion of research to support knowledge-based decision-making.
- 5.15.2 Board members who believe there is additional due diligence required for a decision, or believe there is potential risk, are required to recommend additional due diligence and present their concerns before a motion is presented.
- 5.15.3 Board members are encouraged to meet in person but may participate to vote on issues using secure on-line methods, with the approval of the remainder of the Board.
- 5.15.4 The Board combines consensus and majority decision-making processes when discussing an issue. Consensus is sought for all issues through the use of thorough discussion.
- 5.15.5 Where consensus is reached, the decision is recorded in the minutes. Consensus can be demonstrated informally by the Chair verbally confirming the “will of the group”, or formally through by voting by way of a show of hands. Where consensus cannot be reached, then voting by way of a show of hands will be used.
- 5.15.6 The call for a decision to be made can be made by the Chair. Where a written motion is required, the motion will include what is being proposed; why it is being proposed; who is recommending the decision; how the proposed activity will be resourced (human and financial resources), if applicable; who will be responsible for implementation and reporting; and the date(s) that follow up reporting will be provided to the Board.
- 5.15.7 Written calls for a decision are required for all substantive issues.
- 5.16 Decisions will only be revisited in the event that:
 - 5.16.1 new information of significant substance comes forward;
 - 5.16.2 the environment, conditions (including financial conditions), or assumptions that the decision was based on significantly changes;
 - 5.16.3 the decision becomes inconsistent with future strategic planning or the Rediscovery T’aalan Stl’ang Purpose and Values; and/or
 - 5.16.4 the outcomes of a prior decision are inconsistent with intended objectives.
- 5.17 Board members may disagree on the outcome of a decision but must support the legitimacy of the process by which it was made.

5.18 A Board member may let others know that they did not support the decision, however they cannot provide direction that is contrary to the decision, announce their own views as being the Board's decision, direct those implementing the decision to disregard the decision or, engage Rediscovery T'aalan Stl'ang Society Members without having exhausted the Board's Issue Resolution Process.

5.19 A Board member that has voted against a motion will not be selected as the spokesperson to communicate the Board's decision.

5.20 Levels of Decision-Making

5.20.1 Board decisions can be categorized as either procedural or substantive.

5.20.2 Substantive issues that will be brought to the Rediscovery T'aalan Stl'ang Society Members includes:

- a. Rediscovery T'aalan Stl'ang constitution amendments,
- b. New by-laws and/or changes that affect the original spirit and intent of existing by-laws,
- c. Issues related to non-conformance of Rediscovery T'aalan Stl'ang by-laws, or policies where discipline is required and/or has led to an asset/financial loss,
- d. Real or potential impacts to lands and waters that the Rediscovery T'aalan Stl'ang are responsible to steward, and
- e. Issues defined as substantive by a majority of the Board.

5.20.3 The Board's processes for arriving at a decision will adapt according to the scope and weight of the issue being considered. Appropriate time, consideration and due diligence will be afforded to ensure decisions are made in the most effective and efficient manner. This includes ensuring the Board is informed with the best information possible, and that those affected by the decision are respected.

5.21 Recording and Reporting:

5.21.1 The Board will maintain proper reporting of meetings by ensuring minutes for each meeting are prepared, which includes at a minimum:

- a. List of participating Board members, absent Board members and if their absence was excused or unexcused
- b. The name of the minute recorder
- c. Meeting date and time

- d. Date of approval of minutes from the previous meeting
- e. Follow up of prior meeting tasks
- f. Motions and/or Working Group Reporting Summaries, consistent with approved Agendas (standing and rotating)
- g. Items requiring further action, responsibility center(s), and due date(s)
- h. Items tabled to the next meeting and
- i. Date, time, and place of next meeting.

Board Standing Agenda

Agenda Items (Topic, Presenter, and Reference Documents)	Purpose (Information, Discussion, Decision)	Time allotted
1.0 Call to Order		
2.0 Approval of Prior Meeting Minutes	Decision	
3.0 Delegations/Visitors	Information Discussion, decision if required	
4.0 Carry Forward Items/Action Items a. Briefing(s) Review b. Correspondence c. Carry Forward Items must include action items, responsibility center, and deadline dates	Discussion/decision	
5.0 Reporting a. General Manager Report (Briefing, focused upon Strategy progress, and financial management, and any potential risks and risk mitigation recommendations). b. Board Working Group Reporting	Informational, review and decision, as needed.	
6.0 Review of Rotating Agenda Items, and any required planning for the coming quarter	Discussion/decision	
7.0 In-camera (standing practice to review General Manager Report and prepare direction/feedback)	Discussion, decision if required.	
8.0 Meeting Adjournment & Closing Prayer		

Board Rotating Agenda Items

Date	Agenda Items
January	<ul style="list-style-type: none"> • Annual Safety Plan, including confirmation for summer camp season asset inventory/replacement, safety and evacuation plan. • Collaborative HR Plan Review and update (including org chart update and training) and Resourcing Plan (costs for safety tickets, etc.)
February	<ul style="list-style-type: none"> • Post all required job openings • Collaborative review/approval of camp advertisement and forms (including review of sponsorships available)
March	<ul style="list-style-type: none"> • Advertise camps Summer Camp season hiring's • Advertise camps
April	<ul style="list-style-type: none"> • Trail Maintenance • Camp safety inspection (camp infrastructure and lands) and protection area inspection
May	
June	
July	
August	<ul style="list-style-type: none"> • Preparing Annual Report, including financial reporting/selection of the auditor
September	<ul style="list-style-type: none"> • Draft report Board review/approval • Board Policy Review/Update (governance and operations)
October	<ul style="list-style-type: none"> • Performance evaluation of the General Manager (and summary of staff performance evaluation/PD plan) • General Manager Job Description Update (and confirmation of staff job description updates)
November	<ul style="list-style-type: none"> • Annual General Meeting
December	<ul style="list-style-type: none"> • Annual Strategic Plan Update, including annual camp plan (and curriculum update), and Financial Plan & Resourcing Plan update.

6. Leadership Capacity Development

6.1 The Board will ensure their knowledge and skills, individually and collectively, are sufficient to ensure strong and effective governance. To achieve this:

- 6.1.1 The Chair, or appointed Board member, will ensure that all incoming members are oriented no less than one (1) month from the effective date of taking office. The orientation will be undertaken utilizing an orientation package prepared by the General Manager, that includes, but is not limited to:
 - a. The Rediscovery T'aalan Stl'ang history,
 - b. All Rediscovery T'aalan Stl'ang Policies (Governance and Operations), Board Working Groups Terms of Reference, and legislation that affects the Rediscovery T'aalan Stl'ang,
 - c. The current Rediscovery T'aalan Stl'ang Strategy or annual plan update,
 - d. The most recent Rediscovery T'aalan Stl'ang Year-End Report , and
 - e. Approved meeting minutes of the Board and a summary of all activities since the most recent report.
- 6.1.2 Completion of this orientation will be documented through signing and submitting the Oath of Office attesting to understanding and agreeing to adhere to all current Rediscovery T'aalan Stl'ang policies.
- 6.1.3 The Board will arrange for an evaluation (internal and/or external) of Board knowledge and skills compared to the competencies required to following the completion of each year's strategic plan/annual update.
- 6.1.4 The Board will identify annual training priorities, individually and collectively, to prepare Board members for their roles and responsibilities, and to increase their understanding of relevant issues. Based upon these priorities, the Board will collectively, or individually, develop a training plan including planned activities, intended outcomes, and estimated costs.
- 6.1.5 The Board will allocate funds for individual or collective Board member training, when finances permit. Applications for training for the Board, or an individual Board member, must include a written quote, and explanation of how the training aligns with the Board's work for the year, and intended training outcomes. All approvals for training must be made in the form of a written motion.
- 6.1.6 Board members will, individually and collectively, exhaust all external funds for direct and indirect training needs. Training rates for Board members will be

determined by the Board as a whole, dependent upon the budget and training resourcing plan (external funds exhausted to the greatest degree possible).

- 6.1.7 Individual Board members who are approved and funded will prepare a report for the Board within two weeks of the completion of training, and must include how the training aligned with the Board's work, actual training outcomes, and actual costs.

7. Working Groups

7.1 The Board as a whole may create Working Groups for the purpose of:

7.1.1 Advising the Board on matters related to strengthening Rediscovery T'aalan Stl'ang internal organizational development and related policy development and

7.1.2 Advising the Board on activities, projects or research that support aligning Rediscovery T'aalan Stl'ang operations with the Board's annual strategic plan and achievement of the purpose.

7.2 Working Groups may be standing (on-going activities) or ad-hoc (short-term or one-time activities that do not fall under the assigned function of a standing Working Group).

7.3 Working Groups are advisory in nature only, and are not decision-making bodies.

7.4 All Working Groups must have a Board approved Terms of Reference that includes, but is not limited to: purpose, intended outcomes, Working Group member information, support (from operations and/or technical), meeting frequency, meeting order, and limits for decision-making, reporting requirements (form and frequency).

7.5 Working Groups form only part of the Board's informed decision-making process by acting as the lead information-gathering source for particular topic areas, and by bringing information to the Board for consideration, deliberation, and decision-making.

7.6 Limitations of Working Groups

7.6.1 The Board as a whole is ultimately responsible, and potentially liable, for all actions of Working Groups that it creates, therefore:

- a. The Board cannot delegate away its trustee role, or allow a Working Group to take it over
- b. Working Group members will not make decisions that bind the Board as a whole, and will only make recommendations to the Board who, as a whole, who are responsible for all Rediscovery T'aalan Stl'ang governing level decisions
- c. Each Working Group will act within a Terms of Reference that has been approved by the Board
- d. Working Groups are solely and directly accountable to the Board as a whole
- e. Working Groups will not instruct, advise, help in or share in any responsibility delegated to the General Manager, or other Rediscovery T'aalan Stl'ang staff

- f. Working Groups may not use the Board or Rediscovery T'aalan Stl'ang Management resources (human and financial) for their work, unless the Board as a whole approves such resources
- g. The Board will review and approve each Working Group's annual work plan and ensure all resources (human and financial) that are required in the Working Group plan are made available from the Board and/or Management within available resources, as a part of the Board's approval process
- h. Working Groups requesting resource (human and financial) support from Management must receive prior approval from the General Manager and
- i. The Board will review Working Group outcomes no less than once per annum to ensure the overall effectiveness and necessity of Working Group.

7.7 Representation on Working Groups

7.7.1 Within one (1) month of completing the Haida Gwaii Strategy/Plan Update the Board will review and appoint representatives, including identifying Working Groups.

7.7.2 When considering an appointment to a Working Group, the Board will consider the Board member's available time, interest/expertise, and the equitable distribution of workload amongst Board members, while striving to maintain consistency and stability of each Working Group.

7.7.3 Once appointed to a Working Group, representatives will serve on that Working Group for the balance of the year unless otherwise determined by the Board. Once appointed to a Working Group, members will serve on that Working Group for the term specified by the Board. Resignations with respect to extenuating circumstances will be considered by the Board.

7.7.4 New appointments will be made as needed, and in a timely manner, if appointments change over the course of the fiscal year.

7.8 Procedures for Establishing Working Groups

7.8.1 The Board will only consider establishing or altering Working Groups following completion of the Rediscovery T'aalan St'ang Strategic/annual plan update.

7.8.2 The Board will establish Working Groups only where there are both the financial and human resources available to support them.

7.8.3 The Board will approve a Terms of Reference for each Working Group that defines:

- a. Working Group type (standing or ad-hoc)
- b. Working Group purpose
- c. Specific outcomes that the Working Group should achieve/address
- d. Representation
- e. What resources the Working Group has access, and the authority, to use
- f. Working Group Chair
- g. Working Group Chair and member roles and responsibilities
- h. Recording and reporting requirements
- i. Meeting schedule for Working Groups
- j. Rules of order and
- k. Code of Conduct (including confidentiality).

7.9 Roles and Responsibilities of Working Group Chairs

7.9.1 The Chairs of Working Groups are nominated by the Board. The Chairs are responsible for:

- a. Calling and coordinating all meetings of their Working Group
- b. Effectively Chairing the meeting according to Modern Rules of Order
- c. Ensuring meeting minutes, consistent with the Board meeting minute requirements, are developed and distributed to Working Group members for each meeting
- d. Providing all Working Group reporting and progress on strategic plan goals, objectives, outcomes, and financial reporting and
- e. Performing those functions delegated to him/her by the Board.

7.9.2 The Board is responsible for monitoring the conduct the Working Group Chairs, and if a Chair does not fulfill her/his/their responsibilities it is the responsibility of the remainder of the Board to immediately draw attention to this. Breaches of

appropriate conduct may be subject to discipline by the remainder of the Board. See Breaches Policy.

7.10 Working Group Member Responsibilities

- 7.10.1 Each Working Group, as a whole, will prepare an annual Terms of Reference to be approved by the Board within two (2) months of the Working Group formation.
- 7.10.2 Working Group members, regardless of being a Board member or not, will be guided by the Board's Policies for meetings (including specifically code of conduct and conflict of interest) while participating in Working Group meetings.
- 7.10.3 Working Group members will actively undertake the work of the Working Group through strategic efforts (e.g. policy and strategic plan focused, and advocacy).
- 7.10.4 The Working Group, as a whole, will prepare and submit written reporting as part of each regular meeting of the Board, and will ensure that copies of approved meeting minutes are made available for communities at each AGM.
- 7.10.5 During Board meetings, the Working Group Chair will provide all reporting to the remainder of the Board.
- 7.10.6 Working Group members will also perform those functions delegated to them by the Board and/or the Chair.

7.11 Working Group Member Conduct

- 7.11.1 The Board is responsible for monitoring the conduct the Working Group Members, and if a member does not fulfill her/his/their responsibilities it is the responsibility of the remainder of the Board to immediately draw attention to this. Breaches of appropriate conduct may be subject to discipline by the remainder of the Board. See *Breaches Policy*.

Working Groups

W/G	Admin & Finance	Partnerships (and Funding)	Camp Polices and Curriculum
<i>Purpose</i>	<ul style="list-style-type: none"> ▪ Draft Operation Policies (e.g., HR, Financial Mgmt., Donations w. CHN, Reporting Forms) for Board review/approval ▪ Monitoring and Compliance of all Policies 	<ul style="list-style-type: none"> ▪ Develop a long-term Financial Strategy that identifies core funding requirements and plan ▪ ID funding sources that meets core funding needs ▪ Develop proposals, secure funding agreements ▪ Develop strategic partnerships (funding, in-kind and community benefit) 	<ul style="list-style-type: none"> ▪ Update Camp Policies (include safety requirements, etc.) ▪ Update Camp Curriculum
<i>Members</i>	Carrie Anne Neena Laara	Jim Tamara Rosemary	Tawn Leslie

8. Remuneration

- 8.1 Board members serve as volunteers and are not paid honoraria of any kind.
- 8.2 The Board may reimburse Board members for reasonable expenses, where approved in writing through a motion, and where the Treasurer has confirmed availability of funds.
- 8.3 Where possible the Board will exhaust payment for travel from special project budgets at the funders prescribed rate. Where the funder has not prescribed a rate, or where the Board has approved expenses from Board funds the following rates as of writing this policy apply:
 - a. Mileage at the current Gwaii Trust rate (\$.59/km for 2022),
 - b. Meals at the current Gwaii Trust rate (\$17 breakfast, \$22 lunch, \$35 dinner, meeting coffee/snacks \$8 for 2022)
 - c. Accommodation will be reimbursed at Gwaii Trust rate (\$50 per night private accommodation, or \$150 for hotel/motel for 2022), and
 - d. Airfare at the current Gwaii Trust rate (\$750 return to Vancouver for 2022).

9. Monitoring Board Performance

- 9.1 The Board has a responsibility to hold themselves accountable for their overall performance and to evaluate their effectiveness. As such, the Board will regularly review their performance following the completion of the AGM, in writing, by monitoring whether they have:
- a. Adhered to the Board Governance policies
 - b. Reviewed and amended policies, as needed, to ensure their effectiveness
 - c. Established, at a minimum, Rediscovery T'aalan Stl'ang strategic goals, objectives, and budget as part of an annual strategic plan/plan update and
 - d. Monitored the General Manager, the Board as a whole, the Board Chair, and the Board Working Groups to ensure adherence to all policies and procedures, funding and service agreements, contract obligations, and achievement of strategic plan outcomes.
- 9.2 The only criteria to be used in monitoring these areas are Rediscovery T'aalan Stl'ang policies and procedures.
- 9.3 The only data to be used for monitoring will be data that shows whether or not the Board policies, agreements and contractual obligations are being met, and whether or not progress towards the strategic plan measures of success can be demonstrated.
- 9.4 Monitoring data can come from three (3) sources:
- a. Internal: General Manager report and reports on the Board conformance for non-legal items/compliance for legal items with approved the Board policies
 - b. External: Neutral third parties who assess compliance (e.g. accountant) and Haida peoples and community members through regular analysis of feedback and
 - c. Direct: The Board, as a whole, may assess its conformance based on policy criteria, agreements and contractual obligations, and completion of strategic plan measures of success. Board members may also assess their own conformance and contributions as a Board member.
- 9.5 The standard for conformance is “any reasonable interpretation” of the Rediscovery T'aalan Stl'ang policy, within the limitations set in the policy.
- 9.6 Board members are responsible for immediately informing, in writing, the remainder of the Board when there has been a contravention to policy, or a risk is identified.

10. Policy Approval and Amendment

- 10.1 The development of new policy, policy reviews, and revisions, are expected to occur on an annual basis as Rediscovery T'aalan Stl'ang organizational capacity grows and the internal and external environment changes.
- 10.2 The Board is responsible for approving all new and revised Rediscovery T'aalan Stl'ang governance policies and procedures and will ensure that all new and revised policies and procedures adhere to current applicable legislation.
- 10.3 To improve the effectiveness and mitigate risk for all new policies and policy revisions:
 - a. The Board, as a whole, will seek input from the appropriate parties that may be affected in the policy drafting and revision(s) and
 - b. The Board will ensure that additional support is engaged as needed (e.g., legal counsel, auditor).
- 10.4 Policy or procedures requiring minor revision (text or procedure edits) will be approved as a procedural matter at a regular Board meeting through a motion.
- 10.5 Policy or procedures requiring substantive revision (see substantive issue definitions in the Decision-Making Policy) will be first approved by the Board and then by the Rediscovery T'aalan Stl'ang Society Members at a Special Meeting.
- 10.6 Once approved the Board will ensure that all Board members are provided a copy of the approved new and revised policy to ensure conformance.
- 10.7 All operations policies (e.g., Human Resource policies, Financial Management policies) are approved by the Board and may at the discretion of the Board be subject to regular review to reduce risk or improve organizational capacity or effectiveness.

11. Non-Conformance

- 11.1 The Board has the authority and responsibility to make, approve, amend, and enforce Rediscovery T'aalan Stl'ang policies and procedures for the Board. Board members who are found negligent in adhering to Board policies and procedures (including Code of Conduct), other Rediscovery T'aalan Stl'ang policies and procedures, or other applicable legislation will be disciplined the remainder of the Board. Where agreement discipline cannot be reached, the Board will solicit a third party to mediate.
- 11.2 Discipline, occurs when a Board member:
- a. Fails to attend meetings, or demonstrates unbecoming participation at meetings
 - b. Acts dishonesty (e.g., theft, intentionally providing misinformation)
 - c. Fails to disclose a known conflict of interest
 - d. Is insubordinate (refusal to follow the direction of the Board)
 - e. Demonstrates behaviour that negatively affects the reputation of Rediscovery T'aalan Stl'ang (e.g., use of obscene language, violence, use of alcohol or use of drugs)
 - f. Personal or sexual harassment of Rediscovery T'aalan Stl'ang employees, Haida peoples and community members, or any other persons (including intimidation, harassment, bullying, see *Rediscovery T'aalan Stl'ang Discrimination, Harassment and Workplace Violence Policy* for definitions)
 - g. Disclosure of confidential information, and
 - h. Violation of the *BC Societies Act*.
- 11.3 In the event that a Board member is convicted of an indictable offense (or fails to disclose a conviction that was present up to five (5) years prior to taking office the other Board members may immediately remove that Board member.
- 11.4 Board members have formally committed to upholding the policies it sets (e.g., signing of the Board Oath of Office and the Board approval of this Governance Policy Manual). As such, Board members will:
- a. Report any contraventions of policies to the Board, or other appropriate authorities
 - b. Enforce the policies when violated by a Board member and
 - c. Support those enforcing the policies if a Board member is disciplined.
- 11.5 Discipline will be administered using a progressive discipline approach that is appropriate to the nature and severity of the issue, and apply discipline in a fair and reasonable manner, and as determined by a majority of the remaining Board members. Discipline may include a

verbal warning, letter of reprimand, removal from Working Groups, suspension with or without remuneration, or removal from office through special resolution.

12. Tll yah da (making things right) – Alternative Dispute Resolution Policy

- 12.1 The purpose of this policy is to outline a culturally relevant process to teach people how to correctly manage concerns, issues, and conflicts, with the goals of achieving satisfactory resolution for all parties, a healthy work environment, and maintaining healthy relations.
- 12.2 The following is an interest-based resolution process available to Rediscovery T'aalan Stl'ang Board members, staff, Rediscovery T'aalan Stl'ang Society members, and community members, who feel that:
- a. A policy has been incorrectly/inconsistently applied
 - b. A real or perceived impropriety regarding financial or operational matters has been witnessed (also known as a whistle blower incident), which may be reported directly to any Board member. The Board reserves the right to refuse unsubstantiated claims, as determined by the Board, where the intent is to bypass policies and procedures and will in such cases direct an appellant to the General Manager
 - c. Full and known information was not adequately considered during a decision and/or
 - d. They have been unfairly or unjustly treated.
- 12.3 The Board will manage all issues involving the General Manager, while the General Manager will manage all operational issues.
- 12.4 Appellants may enlist the assistance of a third party to act as a mediator, consistent with ancestral practices. The concern must be submitted directly by the appellant not a third party mediator. Acting Rediscovery T'aalan Stl'ang Board members may not serve as advocates in order to protect the unity of the Board and avoid potential conflict of interest.
- 12.5 At all times, the goals of the Board and the Rediscovery T'aalan Stl'ang staff are to ensure the safety of all parties involved and mitigate any risk that may arise and negatively affect the interests of the Rediscovery T'aalan Stl'ang. As such, the Rediscovery T'aalan Stl'ang has a duty to report any issues that may affect the safety of a youth to provincial and/or local authorities as soon as possible, depending upon the nature and severity of the issue. Despite this the Rediscovery T'aalan Stl'ang will remain an advocate and provide moral support as needed to ensure the safety of any youth. A copy of the reporting form is attached in the appendices of Rediscovery T'aalan Stl'ang Operations Policies.

- 12.6 All issues communicated to the Board will be treated with confidentiality, due care for the safety of all parties involved, and documented to ensure fair treatment and accountability. All person(s)/group(s) submitting an issue can do so without fear of retribution.
- 12.7 The availability of the interest-based resolution process no longer applies if:
- a. The appellant to the dispute fails to follow the steps of the process (e.g., bypasses a step)
 - b. Either party retains legal counsel to resolve an issue or
- 12.8 Either party refers the matter in dispute to a court or other competent jurisdiction. Persons respectfully bringing forward valid concerns will be treated with respect, due care and assured of confidentiality. Intentionally submitted false claims that undermine this policy will not be tolerated and may result in disciplinary action, or possible legal action.

Procedure:

- 12.9 For any issue or concern, an aggrieved party is encouraged to raise the matter in a timely manner directly with the person involved, unless there is a legitimate reason to not do so (e.g. fear of reprisal or harassment), in which case the appellant is encouraged to submit their concern to a trusted Board member/the Board).
- 12.10 Where possible and as needed Appellants will be provided assistance of a third party to complete their written letter through the General Manager.
- 12.11 All appellant issues must be submitting to the General Manager in writing and must include:
- a. The nature of the concern,
 - b. The parties involved,
 - c. When the issue occurred,
 - d. Any actions taken to date to attempt to resolve the issue,
 - e. Any supporting information regarding the concern,
 - f. Their contact information,
 - g. How and when they wish to be contacted, and
 - h. If/why the appellant feels this is an emergency situation.
- 12.12 The General Manager is then responsible for immediately reporting the issue to the Board, as a whole within two (2) days. The Board will identify an unbiased investigator to undertake an issue investigation and ensure appropriate documentation. Depending upon the nature, severity and risk associated with the reported issue the Board may retain a neutral third party (e.g. legal counsel, mediator) to complete the investigation, and/or train/mentor an investigator.

- 12.13 The Board will ensure that the investigator or General Manager submit an acknowledgement of receipt to the appellants in a period not exceeding two (2) business days, along with a copy of this issue resolution policy procedures.
- 12.14 The investigator will immediately research all documentation regarding the issue (policies, prior decisions, and applicable legislation), interviewing witnesses, and preparing a report for the Board that includes unbiased recommendations to resolve the concern and any recommended policy changes that mitigate future risk in a period not longer than ten (10) business days.
- 12.15 The Board is responsible for thoroughly reviewing the report and providing a decision to the investigator in a period no longer than five (5) business days of receiving the investigator's report.
- 12.16 The investigator is responsible for communicating the decision of the Board to the appellant and all relevant parties in writing in a period no longer than three (3) business days after receiving the Board's decision.
- 12.17 The investigator is responsible for following up with the appellant in writing in a period no longer than 10 (ten) business days after delivering the Board's decision to ensure that the decision was implemented effectively, all resolution efforts have been realized, and that relationships have been maintained/restored, consistent with restorative justice practices.
- 12.18 The outcomes of this follow up must be reported to the Board no longer than three (3) days before the issue is considered closed.

Appeal:

- 12.19 If the appellant is still not satisfied with the decision she/he/they may submit a letter to the General Manager appealing the decision. The appeal must contain information regarding the initial application, areas of remaining dissatisfaction, and any supporting information that warrants the appeal. The General Manager will ensure that the appeal is reported to the Board in a period not exceeding two (2) business days.
- 12.20 Upon receipt of a request for an appeal the Board will ensure that a letter of acknowledgement of receipt is provided to the appellant in a period not exceeding two (2) business days.
- 12.21 The Board is responsible for appointing an appeal investigator to initiate a review/secondary investigation. The Board will identify an unbiased investigator to undertake an issue investigation and ensure appropriate documentation. Depending upon

the nature, severity and risk associated with the reported issue the Board may retain a neutral third party (e.g. legal counsel, mediator) to complete the investigation. The appellant would be advised who the identified investigator will be and will be provided an opportunity to agree or object to the choice of the investigator. If the appellant objects to the choice she/he/they will be requested to do so in writing including the rationale for her/his/their objection. At this point the Board may choose an alternate investigator.

- 12.22 The investigator identified is responsible for immediately researching all additional documentation regarding the issue and prepare a report for the Board that includes unbiased recommendations to resolve the concern and any recommended policy changes that mitigate future risk in a period not exceeding five (5) business days.
- 12.23 The Board is responsible for thoroughly reviewing the report and providing a decision to the investigator in a period not exceeding three (3) business days of receiving the investigator's report.
- 12.24 The investigator is responsible for communicating the appeal decision of the Board to the appellant and all relevant parties in writing in a period not exceeding three (3) business days. This written communication must include outlining their right to enlist legal counsel or pursue legal action. Follow up will be undertaken by the investigator at the discretion of the Board.
- 12.25 The decision of the Board for all appeals is final.
- 12.26 The Board respects the right of all applicants to pursue action through legal counsel or a competent jurisdiction at any time. This policy no longer applies should an applicant pursue legal action. This issue resolution process is intended to also assist an appellant towards effective resolution regardless of their chosen avenue of resolution.

Board CONFIDENTIAL Issue Management Template

<i>The purpose of this form is to provide the Board with a form to investigate, manage, and document issues as they arise so policy is adhered to, the safety of all parties is protected, and risk is mitigated.</i>			
Name of Appellant:		Date:	
Name of Advocate: <i>(if requested – not in conflict of interest)</i>		Appellant approval of Advocate:	
Date of Issue: <i>(recommended to be reported a.s.a.p.)</i>		Board Member receiving issue:	
Has the appellant been made aware of the Issue Resolution Policy/Process?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
Does this issue specifically involve the General Manager or the Board?	<input type="checkbox"/> Yes	<input type="checkbox"/> No. If no, please refer issue to the General Manager.	
Will the appellant follow the Issue Resolution Policy?	<input type="checkbox"/> Yes	<input type="checkbox"/> No. If no, this process no longer applies.	
Has the appellant documented their Direct Discussion(s) including: a. Concern and Persons involved (Levels: i. direct, ii. General Manager, iii. Board) b. Date of issue c. Actions taken to attempt resolution d. Supporting information e. Contact information and how they wish to be contacted f. If/why the applicant feels this is an emergency situation? <i>(Please request copy of letter for issue investigation).</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
Description of Appellant’s Direct Discussion Actions/Concerns (attach applicant letter/appeal)			
Description of Appellant’s interests in resolving the issue ⁴ :			
Recommended Applicable Policy(ies)			
Recommendations (include policy needs/gaps, if needed):			
Actions Approved (by the Board):		Date:	

⁴ The intent of identifying the parties’ goals first is to meet the parties’ needs, which results in improved resolution outcomes, satisfaction, relationships, and reduce costs versus a rights-based approach that is prone to becoming adversarial.

Issue Management Template, continued (page 2 of 2)

Monitoring:			
1. Written Response (<i>declaring receipt of issue/appeal</i>). Please attach application/appeal.		General Manager/Board:	(Name and Signature of Recipient/Investigator)
2. Review of issue and written response (<i>response within ten days following receipt of application, or appeal within fifteen days</i>). Please attach documentation.		General Manager/Board:	(Name and Signature of Investigator)
2. Follow Up (within twenty days). Please attach documentation.		General Manager/Board:	(Name and Signature of Investigator)
Notes:			

Section II: Board Relationship to the General Manager

The General Manager is the only link between the Board and all operational conduct and achievement. Therefore, these policies have been developed by the Board to ensure the effective management of the General Manager, and by extension, all staff she/he/they is responsible for.

13. Board Authority

13.1 *Limits of the Boards Authority.*

Only decisions made by the Board as a whole are binding on the General Manager.

Therefore:

- a. Instructions of individual Board members or Working Group members are not binding on the General Manager except in rare situations when the Board has specifically authorized in writing the exercise of such authority, such as the day-to-day direction provided by the Chair.
- b. If individual Board members or Working Group members request information or assistance from the General Manager without the Board authorization, the General Manager may refuse those requests that require (in the opinion of the General Manager) a material degree of staff time, funds, or are disruptive.

13.2 The Board will never give instructions to persons who report directly, or indirectly, to the General Manager other than to deal directly with the General Manager and provide support to use the *Tll yah da Policy*.

13.3 The Board will refrain from evaluating, either formally or informally, any staff other than the General Manager.

13.4 *Direction & Delegation to the General Manager*

13.4.1 The Board tasks the General Manager to implement the annual Rediscovery T'aalan Stl'ang Strategic Plan, within the approved budget, and consistent with other directives defined by the Board.

13.4.2 The General Manager is authorized to decide, take actions, and develop activities that are consistent with, and support the realization of, the annual strategic plan and adherences to Rediscovery T'aalan Stl'ang policies.

13.4.3 Direction to the General Manager will be provided by the Chair on a day-to-day basis, consistent with prior decisions of the Board, the Strategic Plan, and Rediscovery T'aalan Stl'ang policies.

13.4.4 The Board will respect the General Manager's choices and decisions on an issue if the General Manager has acted within a directive for that issue. The Board may rescind areas of the General Manager's authority through regular review policy processes that are based upon research, and/or substantive variances of strategic plan outcomes.

13.5 *Limits of the General Manager*

- a. The General Manager is responsible for ensuring the effective development and functioning of all organizational systems, policies, and procedures for achieving Rediscovery T'aalan Stl'ang annual goals and objectives set by the Board. These policy limits are intended to avoid micro-management, risk, and improve the effectiveness of the Board and the General Manager in fulfilling each of their respective roles and responsibilities. In performing her/his/their duties, the General Manager will adhere to the following limitations:
- b. Management: The General Manager will not fail to:
 - i. Develop and regularly update operations policies and procedures that are consistent with the Board governance policies, ensure operational efficiency and effectiveness, and realize progress on the Strategic Plan (e.g., including realizing progress on the plan for all managers and staff in job descriptions, reporting practices, and performance evaluations).
 - ii. Develop a Communications Strategy and systems with Society members, Haida peoples, and communities that is consistent with best practices and includes FPIC to engage Society members, Haida peoples, and communities.
 - iii. Ensure timely Community Meetings monthly reporting that includes consolidated financial report (budget, YTD, and variance) with General Manager unbiased analysis and recommendations, and includes briefings for any special project proposed in the form of a briefing, and

- iv. Ensure that General Manager pay, expense reimbursement, and time off are approved by the Treasurer.
- c. Treatment of Staff: The General Manager will not fail to develop Board approved, written operations policies and procedures that:
- i. Clarify Human Resource, Safety, Financial Management, Operating, and other Rediscovery T'aalan Stl'ang rules for all staff, including how the General Manager hires, manages, and when needed dismisses staff.
 - ii. Clarify budgets, responsibilities, and lines of accountability.
 - iii. Clarify Community Meetings written reporting requirements including financial reporting that ensures a balanced budget and realization of the annual plan.
 - iv. Also, the General Manager will not fail to:
 - Ensure adherence to all Rediscovery T'aalan Stl'ang policies and procedures,
 - Coach and provide progressive discipline to staff, as needed, to ensure effective operations,
 - Provide for the effective handling of disputes and
 - Protect a staff member for expressing an ethical dissent without penalty.
- d. Treatment of Contract Workers and Consultants: The General Manager will not:
- i. Promise or imply permanent or guaranteed contracting that is inconsistent with the Rediscovery T'aalan Stl'ang contracting process
 - ii. Fail to establish a clear written contract that outlines expectations, costs, and deadline dates and
 - iii. Fail to ensure that all Rediscovery T'aalan Stl'ang intellectual property is protected.
- e. Fiscal Planning: The General Manager will implement the Board approved strategic plan and will protect the fiscal standards of the Board. Therefore, the General Manager will not:

- i. Permit activities that are inconsistent with funding agreements, or applicable legislation, and will not depart significantly from the Board's stated strategic goals or jeopardize the fiscal standards of the Board.
 - ii. Permit accounting and reporting systems to operate outside of Generally Accepted Accounting Principles (GAAP).
 - iii. Permit Rediscovery T'aalan Stl'ang to run a deficit budget that is, will not plan or expend more operating funds than are conservatively projected to be received in any given fiscal year.
 - iv. Permit the creation of a budget which contains too little information to allow the Board to effectively monitor the financial health of Rediscovery T'aalan Stl'ang, including:
 - A reasonably accurate projection of revenues and expenses.
 - A reliable cash flow projection.
 - Subsequent audit trails.
 - Planning assumptions.
 - v. Permit current liquid assets below a level that can meet Rediscovery T'aalan Stl'ang 's current liabilities.
- f. Financial Conditions and Activities: The General Manager will ensure the Rediscovery T'aalan Stl'ang is financially sound, and will not allow financial risk to develop, nor jeopardize her/his/their ability to allocate funds with integrity. Therefore, the General Manager will not:
- i. Fail to immediately report to Board, and provide recommendations to mitigate risk, when an individual Board member(s), or Board as a whole, is presented with a potential liability or risk.
 - ii. Fail to submit an annual budget that includes all departments and program areas, as well as Administration, including reasonable contingency funds, for the Finance and Audit Committee review, and Board approval prior to the start of each fiscal year.
 - iii. Neither commit nor expend more funds than have been provided for in the annually approved budget, without Board's approval.
 - iv. Indebt the Rediscovery T'aalan Stl'ang beyond any levels provided for in the annually approved budget.

- v. Use any long-term reserves without written authorization from Board.
 - vi. Conduct inter-fund transfers between departments or Rediscovery T'aalan Stl'ang organizations without consulting the appropriate department manager/supervisor and the approval of Board.
 - vii. Fail to settle payrolls and debts quickly and according to supplier terms.
 - viii. Fail to develop a qualified supplier list for purchases that can be relied upon for quality and cost effectiveness.
 - ix. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
 - x. Secure more than three (3) quotes for purchasing where needed, as determined by the General Manager.
 - xi. Make or permit a single purchase or financial commitment of greater than \$1,000 beyond the annual Board approved budget and/or Board, without Board's approval. The General Manager may at her/his/their discretion may solicit Board's feedback for purchases to ensure understanding, appropriateness, and effectiveness.
 - xii. Make or permit purchase(s) of financial commitment of greater than \$5,000 without going to a request for proposal (RFP) process (e.g., BC Bid) to maximize quality and outcomes.
 - xiii. Acquire, encumber, or dispose of real property, without the Board's approval.
 - xiv. Fail to aggressively pursue receivables after a reasonable grace period.
- g. Asset Protection: Rediscovery T'aalan Stl'ang's assets must be properly cared for, including property, equipment, membership lists, and digital data. The General Manager will ensure Rediscovery T'aalan Stl'ang is financially sound. The General Manager will adhere to all limitations set forth in the Rediscovery T'aalan Stl'ang Governance Policy Manual. This includes but is not limited to:
- i. Fail to insure against theft and casualty losses to at least 80% of replacement value.
 - ii. Fail to insure against liability losses to Board members, staff, and Rediscovery T'aalan Stl'ang in no greater amount than the average for comparable operations.

- iii. Fail to ensure the secure management of all electronic information, including multiple redundancies and backups.
 - iv. Allow the licensing of computerized equipment, software, or data or other intellectual property, utilized by the Rediscovery T'aalan Stl'ang to be held or owned outside of Rediscovery T'aalan Stl'ang, unless there is expressed written permission by Board.
 - v. Allow non-bonded personnel to access material amounts of funds.
 - vi. Permit infrastructure and equipment to inadequate maintenance and improper wear and tear.
 - vii. Unnecessarily expose the Rediscovery T'aalan Stl'ang Government, Board, or staff to claims of liability.
 - viii. Make any purchase where normally careful protection has not been given against conflict of interest.
 - ix. Receive, process, or spend funds under controls that are insufficient to meet Boards' auditor standards.
 - x. Invest or hold operating capital in insecure instruments, including:
 - Uninsured chequing accounts and bonds of less than AA rating.
 - Non-interest-bearing accounts.
 - xi. Endanger the Rediscovery T'aalan Stl'ang public image or credibility, particularly in ways that would hinder accomplishment of its strategic goals.
- h. Compensation and Benefits: With respect to employment, compensation, and benefits for employees, consultants, contract workers and volunteers, the General Manager will not:
- i. Change her/his/their own compensation and benefits.
 - ii. Promise or imply permanent or guaranteed employment, outside of Rediscovery T'aalan Stl'ang employment processes.
 - iii. Establish compensation and benefits that deviate materially from the geographic or professional market for the skills employed (e.g., Board approved wage grid).
 - iv. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:

- Incur unfunded liabilities,
 - Provide less than some basic level of benefits to all full-time employees, or
 - Allow any employee to lose benefits already accrued from any foregoing plan.
- i. Communication and Support to the Board: The General Manager will inform and support the Board in its work. Therefore, she/he/they will not:
- v. Neglect to advise all Board members as soon as possible when the General Manager or Executive Assistant is unable to attend Board meetings.
 - vi. Neglect to submit written monthly General Manager reports (including monthly administrative and department summaries, aligned monthly financial reporting, and annual community reporting summaries utilizing the reporting template in Appendix D) in a timely, accurate, and understandable fashion.
 - vii. Fail to advise Board of relevant trends, anticipated adverse media coverage, risks, significant external and internal changes (transfers, acquisitions, etc.), particularly changes in the assumptions upon which any Board and/or Rediscovery T'aalan Stl'ang policy or decision has previously been established. This includes sharing all Issue Resolution applications regarding Board, the General Manager, or administration, including providing Board a written report identifying measures taken that ensured conformance with policies and risk mitigation.
 - viii. Present information in unnecessarily complex or in a form that fails to differentiate between monitoring information and decision preparation (e.g., prepared briefings and recommended motions).
 - ix. Fail to update the Rediscovery T'aalan Stl'ang website monthly including collecting Society members, Haida peoples, and communities' feedback, analyze, and include in briefings an unbiased summary from as many staff, citizens, and external points of view, issues, and options as needed to support Board informed decision-making and effective operations.

- x. Fail to advise Board if, in the General Manager' opinion, Board is not in compliance with its own policies, particularly in the case of Board behaviour that is detrimental to the working relationship between Board and the General Manager.
- xi. Fail to deal with Board as a whole except when fulfilling individual requests for information that have been authorized in writing by Board as a whole.
- xii. Fail to report in a timely manner her/his/their non-conformance with any Board and/or Rediscovery T'aalan Stl'ang policy.
- xiii. Fail to report all information delegated to the General Manager yet required by law or contract to be approved by Board, along with the monitoring assurance required for the issue.

- 13.6 Monitoring General Manager Performance: The Board will only assess the General Manager's performance by monitoring whether the General Manager has:
- a. Adhered to the limits set by the Board, her/his/their Job Description, and Rediscovery T'aalan Stl'ang policies and
 - b. Achieved reasonable progress on the annual strategic plan.
- 13.7 The only criteria to be used in monitoring these areas are, respectively:
- a. The Directives to the General Manager and all Rediscovery T'aalan Stl'ang policies
 - b. The General Manager's Job Description and
 - c. Annual strategic plan outcomes, as outlined in written monthly, and annual reporting submitted to the Board by the General Manager.
- 13.8 The only measure to be used for monitoring will be data that reflects whether or not the criteria listed above are 'reasonably' being met or adhered to.
- 13.9 The General Manager will inform the Board in writing immediately when she/he/they has contravened a Rediscovery T'aalan Stl'ang policy.

Performance and Monitoring Schedule

The following schedule will be followed in reviewing the performance of the General Manager:

Area	Method	Frequency
Rediscovery T'aalan Stl'ang Policy Adherence	Internal, Direct, External	Annual
Job Description	Direct	Annual
Performance Evaluation and Professional Development Plan	Direct	Annual
Strategic Objectives (meeting of objectives, targets, and budgets)	Internal and Direct	Quarterly Annual

Section III: Board Relationship to Rediscovery T'aalan St'ang Society Members

14.1 *Rediscovery T'aalan St'ang Society Membership Eligibility:*

Rediscovery T'aalan St'ang Society Members eligibility criteria includes:

- a. Over the age of eighteen (18) years of age,
- b. Be a member of the Haida Nation, a resident of Haida Gwaii or relation, and
- c. Agree to the Responsibilities of Rediscovery T'aalan St'ang Society members.

14.2 *Rediscovery T'aalan St'ang Society Member Responsibilities:*

The responsibilities of Rediscovery T'aalan St'ang Society Members includes:

- a. Paying annual dues of two (2) dollars, or an agate at the AGM,
- b. Maintaining up to date contact information for your membership and Rediscovery T'aalan St'ang communications (e.g., newsletters), and approving the use of contact information consistent with the *Freedom of Information and Privacy Act*,
- c. Informing yourself about the work of the Rediscovery T'aalan St'ang Society, Haida values and ways of being and knowing,
- d. Participate in Rediscovery T'aalan St'ang Society meetings, and events, and
- e. Serve as a role model and ambassador by acting in accordance with Haida values, ways of knowing and being.

14.3 *Rediscovery T'aalan St'ang Society Membership Application Process:*

- a. All applications will be made using the application form (Appendix I), or electronic equivalent on the Rediscovery T'aalan St'ang Society website.
- b. The Board will ensure a timely response to all applications made for approval, or further clarification to ensure adherence to eligibility criteria.

14.4 T'aalan St'ant Society members may be removed for:

- a. Failing to adhere to their roles and responsibilities, as determined by the remainder of the Board.
- b. Any removals will be completed by the Board through a Special Resolution of the Board.

14.5 *Relationship with Rediscovery T'aalan Stl'ang Society Members*

The Board has a direct reporting relationship and accountability to the Rediscovery T'aalan Stl'ang Society members, and indirect reporting relationship with Haida peoples, Haida communities that is realized through regular reporting to that is undertaken through the regular engagements, the Annual General Meeting (AGM), and Special Meetings for substantive issues.

14.6 A minimum of one Rediscovery T'aalan Stl'ang Member Meeting will be held each calendar year to facilitate reporting and may be completed in conjunction with regularly scheduled Haida Community Meetings. These meetings may be in the form of:

- a. Open house prior to camp season,
- b. Wrap up community dinner at the close of the season,
- c. School engagements,
- d. Website, newsletter (pre and post camp), and partners updates (as determined by the Partnership Working Group), and
- e. Other method determined by the Board.

14.7 The purpose of Community Meetings are to:

- f. Share the Strategy/Annual Strategy,
- g. Provide regular progress reports on Board and Rediscovery T'aalan Stl'ang Operations activities
- h. Collect feedback on decisions and progress reports that inform the remainder of the year's plan and subsequent years' plans,
- i. Allow for the Haida communities to ask questions, enquire and/or voice concerns related to the Rediscovery T'aalan Stl'ang through a respectful and safe dialogue, and
- j. Share Board and Rediscovery T'aalan Stl'ang Policies to ensure transparency.

14.8 *Community Meeting Notice*

Haida communities will be notified about regular Member Meetings:

- a. With an agenda and supporting materials that provides fully disclosed, unbiased information in summarized, layman's terms and

- b. No less than fourteen (14) days in advance of the meeting, utilizing methods identified in the Communications Strategy, which are based upon regularly updated Haida community communication preferences. In addition, meeting reminders will be communicated prior to the meeting.

14.9 Meeting Conduct:

Haida community members attending a Rediscovery T'aalan Stl'ang Community Meeting will:

- a. Adhere to the agenda, addressing comments to the meeting Chair
- b. Contribute to problem solving, and respect those speaking and
- c. Respect the decisions of the Chair, or designate, who may ask individuals to leave if they are perceived to be under the influence of alcohol or drugs, or if any kinds of bullying/intimidation, harassment or abusive language is used by an individual against another Haida member, staff member, or member of Board.

14.9.1 The scheduled meeting times will not be exceeded unless there are just reasons for doing so and those present generally agree.

14.9.2 The first spaces on the agenda will be allotted to any "visitors" so that they can be excused from the rest of the meeting after their agenda item is completed. Alternately, visitors will be scheduled as a timed item and will attend only during their allotted time.

14.9.3 Issues of higher importance will be addressed early in the agenda to ensure the issues are given adequate time.

14.10 Chairperson:

14.10.1 The job of the Chair is to ensure the integrity of the meeting and how it is conducted. This means ensuring that all speakers follow and maintain the meeting agenda, rules of order, and any policies relevant to Community Meetings. While the Chair may participate in discussions, the role of the Chair is first and foremost to provide only a basic introduction to an agenda item, and then facilitate the full discussion on that item.

14.10.2 The Chair may delegate the role, but still remains accountable for the role and conduct of the Chair.

14.10.3 The Chair will ensure a minute taker is established to record discussion, action items and recommendations, Rediscovery T'aalan Stl'ang Society Member and Haida member voting on substantive issues, or motions as determined by Rediscovery T'aalan Stl'ang Society Member.

14.10.4 The Chair will ensure that the minutes are circulated to Board as a whole and made available to the Rediscovery T'aalan Stl'ang Society Members and Haida communities in a timely manner.

14.11 Rules of Order:

14.11.1 Meetings will be conducted in accordance with Modern Rules of Order, and will promote the full, open, and orderly discussion of matters brought before the Rediscovery T'aalan Stl'ang Society Members, Haida and Community members.

14.11.2 To aid in fulfilling her/his/their responsibilities, the Chair has the authority and ability to:

- a. Rule when someone is out of order or out of turn
- b. Apply a process that allots a time limit on how long people talk in order to allow more opportunities for others to speak
- c. End the discussion in a respectful manner if tempers arise, repetition occurs, the agenda is strayed away from, or an individual continues on at too much length
- d. Ask an individual to be excused from the meeting if that person breaches the Meeting Code of Conduct or prevents the chair from fulfilling her/his/their meeting responsibilities.
- e. Adjourn the meeting early in the interest of maintaining a safe and respectful environment that Haida community members will feel comfortable returning to at a later date.

14.12 Incorporation of Rediscovery T'aalan Stl'ang Society Members and Community Input:

14.12.1 The focus of these meetings is to allow the Rediscovery T'aalan Stl'ang Society Members and Haida community members to provide input to the Board.

14.12.2 Once the Board has had the opportunity to evaluate this input and complete their due diligence, the Board will make every reasonable effort to incorporate input and feedback where doing so will not contravene Rediscovery T'aalan Stl'ang policies or the annual plan priorities, or unduly stress human and financial

resources, or the best interests of the Rediscovery T'aalan Stl'ang and Rediscovery T'aalan Stl'ang Society members.

14.13 Additional Communications with Rediscovery T'aalan Stl'ang Society Members and Community:

14.13.1 Outside of the reporting requirements the Board will:

- a. Publish only non-confidential material and
- b. Will utilize the Rediscovery T'aalan Stl'ang electronic communication methods to supplement, but not replace Rediscovery T'aalan Stl'ang reporting requirements.
- c. The frequency and format of information to be distributed will balance efficiency, effectiveness, and cost.

15.1 AGM:

The purpose of the AGM is to:

- a. Present the annual report, and financial reporting,
- b. Collect feedback on decisions and progress reports that inform the coming year planning,
- c. Allow for Haida communities to ask questions, enquire and/or voice concerns related to the Rediscovery T'aalan Stl'ang through a respectful and safe dialogue, and
- d. Provide Board and Rediscovery T'aalan Stl'ang Operations Policies, to ensure transparency.

15.2 The purpose of Special Meetings is to (in extenuating circumstances):

- a. Provide reporting on urgent/emergency or substantive issues that cannot be accommodated through the Community Meetings or the AGM agenda,
- b. Gather immediate feedback and/or decisions from Rediscovery T'aalan Stl'ang Society members,
- c. Allow for Haida communities to ask questions, enquire and/or voice concerns related to the Rediscovery T'aalan Stl'ang through a respectful and safe dialogue, and
- d. Provide Board and Rediscovery T'aalan Stl'ang Operations Policies, to ensure transparency.

15.3 *AGM Meeting Notice:*

Rediscovery T'aalan Stl'ang Members will be notified about Quarterly Reporting Meetings and Annual General Meetings:

- a. With an agenda and supporting materials that provides fully disclosed, unbiased information in summarized, layman's terms and
- b. No less than two (2) weeks in advance of the meeting, utilizing methods identified in the Communications Strategy, which are based upon regularly updated Haida community communication preferences.

15.4 *Agenda Development:*

- a. The Board Chair is responsible for establishing the date for the AGM for Rediscovery T'aalan Stl'ang Members, at the beginning of the calendar year.
- b. The Board is responsible for setting the agendas for AGM, with the support of the General Manager.
- c. Rediscovery T'aalan Stl'ang Society Members may propose items for the agenda that are consistent with the stated purposes of Community Meetings and the AGM.
- d. If a Rediscovery T'aalan Stl'ang Society Member wishes to propose a meeting agenda item she/he/they may do so directly with the General Manager, who is responsible to provide it to the Board immediately.
- e. Submissions are respectfully requested to be submitted no less than seven (7) business days prior to the meeting date to allow time for the Board to review the agenda item and undertaken any due diligence required.
- f. The Rediscovery T'aalan Stl'ang Society Member will be notified no less than five (5) business days prior to the meeting date if there is any need to undertake due diligence over a longer time period and requires deferring the item to the next meeting.
- g. If there are approved additions to the Agenda the updated Agenda (with revisions) will be redistributed to Rediscovery T'aalan Stl'ang Society Members no less than two days prior to the meeting date.

15.5 *Rediscovery T'aalan Stl'ang Society Members Decision Making Process:*

- a. Voting rights at Rediscovery T'aalan Stl'ang Society Community, AGM and Special Meetings will be limited to those Rediscovery T'aalan Stl'ang Society Members in good standing who are entitled to vote.

- b. Voting on substantive issues requires majority (51%) support from Rediscovery T'aalan Stl'ang Society Members in attendance.
- c. See levels of decision making, in the Meeting and Agenda Setting Policy for a definition of substantive issues.

Section IV: Board Community Economic Development Planning and Accountability

14. Strategic Planning

- 16.1 The purpose of this policy is to outline the principles, roles, responsibilities, and processes that the Board utilizes to initiate/update strategic planning that improves leadership decision-making and opportunity identification to achieve the Rediscovery T'aalan Stl'ang purpose, while also building organizational capacity and efficiencies.
- 16.2 The Strategy is a rolling three (3) or five (5) year plan that is renewed annually through the collaborative efforts of the Board and the General Manager, and based upon feedback from the Rediscovery T'aalan Stl'ang Members, Haida peoples, and community members.
- 16.3 The planning process will be initiated by the Board, informed by the General Manager, and approved by the Board.
- 16.4 Annual strategic planning updates include renewing the Rediscovery T'aalan Stl'ang values, purpose, and detailing how Rediscovery T'aalan Stl'ang will achieve its purpose through updated annual goals, objectives, and performance measures and budget and.
- 16.5 When the strategic plan is completed and approved it will be communicated to the Rediscovery T'aalan Stl'ang Members, Haida and Haida Gwaii community members, Rediscovery T'aalan Stl'ang staff, and partners, as determined by the Board.
- 16.6 The Board is responsible for ensuring that strategic planning is completed annually (e.g., before the end of the Rediscovery T'aalan Stl'ang fiscal year). The General Manager is responsible for assisting with research and coordination of the annual planning.
- 16.7 The Board controls the planning process by setting the strategic direction, which includes:
- a. Reviewing prior year outcomes from the General Managers monthly reporting, and AGM report,
 - b. Establishing/renewing the Rediscovery T'aalan Stl'ang goals, objectives, and performance measures and
 - c. Approving the final plan and associated budget.
- 16.8 The General Manager participates in the development of goals and objectives by providing the Board with operational information that enables them to undertake due diligence and make informed decisions. This work will be undertaken with the General Manager based upon Rediscovery T'aalan Stl'ang member, Haida and community member, and staff feedback that includes:

- d. Prior year plan progress on performance,
 - e. Current and prior Rediscovery T'aalan Stl'ang operational capacity, and identified areas of capacity development, and
 - f. A summary of feedback from Haida communities and other relevant Rediscovery T'aalan Stl'ang internal and external environmental information for annual planning.
- 16.9 The General Manager is responsible for collaboratively developing and finalizing tasks and activities, performance measures, responsibility centers, and resourcing needs, designed to meet the Board's identified objectives before the start of the fiscal year, for Board review and approval.

15. Accountability & Reporting

- 16.2 Board members have a fiduciary responsibility to the Rediscovery T'aalan Stl'ang Members as well as Haida and Community Members, and Rediscovery T'aalan Stl'ang partners such as the Old Masset Village Council (OMVC) and Council of the Haida Nation (CHN). Therefore, regular organizational reporting that plays an essential role in the effective functioning of a community is a key responsibility of the Board. Research has also demonstrated that the effectiveness of an organization's reporting as an indicator of how well the organization is managed⁵.
- 16.3 To ensure effective reporting, this policy outlines an integrated (strategic plan, evolving community needs and interests, and alignment with policy/legislation), systematic reporting format that Rediscovery T'aalan Stl'ang will use. This reporting system supports the use of best practices and creates a clear blueprint for the future by building and aligning cultural integration/relevancy, structure of the organization, and behavioral capacity critical to the effective long-term development of Rediscovery T'aalan Stl'ang.
- 16.4 The Board is directly accountable to the Rediscovery T'aalan Stl'ang Society Members, indirectly to Haida peoples and community members, and partners.
- 16.5 The Board will ensure the effective reporting of the Rediscovery T'aalan Stl'ang, and information sharing on a regular basis, as outlined in the Board Relationship to Rediscovery T'aalan Stl'ang Society Members Policy.
- 16.6 The Board Annual Reporting will be provided to the Rediscovery T'aalan Stl'ang Society Members at a Community Meetings and the AGM.
- 16.7 Reporting on progress will be shared with Haida communities through regular Community Meetings, and other methods in accordance with the Haida Community Communication Preferences findings and the Rediscovery T'aalan Stl'ang Communications Strategy.
- 16.8 The Board is solely responsible for ensuring that the General Manager provides all reporting to the Board in a timely manner, using clear and understandable language and formats.
- 16.9 Reporting will include, but is not limited to:
- a. Rediscovery T'aalan Stl'ang purpose,
 - b. strategic goals, objectives,

⁵ Source: Chartered Institute of Management Accountants
(http://www.cimaglobal.com/Documents/Thought_leadership_docs/Tomorrow's-Corporate-Reporting.pdf)

- c. annual accomplishments to date,
 - d. Financial statements.
- 16.10 Annual Reporting will include, but is not limited to:
- e. Accountability Statement from the Chair attesting to the quality and approval of the report (including an outline of the report format),
 - f. Rediscovery T'aalan Stl'ang purpose, strategic goals, objectives,
 - g. annual accomplishments to date,
 - h. Audited financial statements, and
 - i. Goals for the coming years (e.g., 3 years).
- 16.11 The Board will ensure additional copies of reports are made available for viewing only at Rediscovery T'aalan Stl'ang AGM's and at the entrance to the Rediscovery T'aalan Stl'ang Building. The Annual Report will also be posted on the Rediscovery T'aalan Stl'ang website.
- 16.12 As a part of overall reporting, the Board will also ensure that the General Manager provides a complete set of Board and Rediscovery T'aalan Stl'ang policies, approved Board meeting minutes, and most recent reports (including financial statements) for viewing at Quarterly Reporting Meeting and the AGM.

Appendix A: Call for Nominations Package

DRAFT Call for Nominations for the Rediscovery T'aalan Stl'ang Board

Time Requirement: Monthly Meetings, plus additional time to undertake regular Board responsibilities

Number of Positions Open:

Posting Date:

Term: Three years in length

Background:

In 2022 the Board established a competency matrix, according to best practices, with the intent of maintaining the highest qualified Board possible for the Rediscovery T'aalan Stl'ang. This package outlines the recommended nomination and selection process for this vacant position.

Composition

Board members are nominated, based upon an approved competency matrix, which identifies the recommended experience and skills that the Board needs to effectively govern a Society, based upon best practices. The competency matrix includes, but is not limited to:

- Business
- Financial Skills/Experience
- Governance and Leadership (consistent with Haida ancestral leadership skills)
- Haida Culture and Language, and/or
- Member of the Rediscovery T'aalan Stl'ang and understand the purpose of the Rediscovery T'aalan Stl'ang.

In addition, all Board members, new or existing, must meet the requirements identified in the *BC Societies Act*.

Term

The Rediscovery T'aalan Stl'ang Board member selected will serve a three year term, with opportunities for re-appointment.

Roles & Responsibilities of the Board

The Board is responsible for establishing the rules of an effective development corporation through the development of policies and procedures that address the following areas:

- a. Report Regularly to the Rediscovery T'aalan Stl'ang Society members, and engage Haida communities to:
 - i. Share industry sector opportunities and collect feedback on priorities to complete the Rediscovery T'aalan Stl'ang Development Strategy.
 - ii. Regularly collect feedback on substantive decisions, and
 - iii. Provide updates on progress realized from the Rediscovery T'aalan Stl'ang Development Strategy.
- b. Develop, update and implement corporate governance policies and review the policies regularly to ensure Board effectiveness (including monitoring the General Manager, monitoring operational progress utilizing Key Performance Indicators (KPI's) from the Rediscovery T'aalan Stl'ang Development Strategy, and undertaking issue resolution as needed to ensure the fair and equitable treatment of all staff and Haida peoples and community members).
- c. Manage the General Manager, and monitor progress of the Rediscovery T'aalan Stl'ang Development Strategy, and if needed discipline the General Manager.

Accountabilities

In carrying out its work, the Rediscovery T'aalan Stl'ang Board is accountable to the Rediscovery T'aalan Stl'ang Society Members and indirectly to Haida communities.

Staff Resources

The Board undertakes work with support of the following staff:

- General Manager and
- Operations support staff, as determined by the General Manager.

Vacant Positions

The Board is seeking nominations for (insert#) Board members.

Personal Attributes

All Board members should possess the following personal attributes:

- High ethical standards and integrity in professional and personal dealings
- Appreciation of the responsibilities to Haida communities and Rediscovery T'aalan Stl'ang Society members
- Strong reasoning skills
- Able and willing to raise potentially controversial issues in a manner that encourages dialogue and issue resolution
- Flexible, responsive, and willing to consider others' opinions
- Capable of a wide perspective on issues
- Ability to listen and work as a team member
- Able and willing to fulfill the time commitment required to carry out responsibilities and,
- Possess business training/experience and commitment to continuous learning about Rediscovery T'aalan Stl'ang purpose, Haida values, ways of being and knowing.

Time Commitment

Board meetings will occur on a monthly basis, in addition to fulfilling the responsibilities of the Board.

Compensation

The Board is comprised of volunteer members.

Orientation

Successful new Board members will be oriented with the Board corporate governance policies and reporting and updated on all meeting proceedings and decisions undertaken up until the time of being selected as a Board member.

Nomination Process

Expressions of Interest with a resume for these/this vacant positions should be submitted on
(insert deadline date) by 4:30 pm to:

By Email to: (insert lead name, position, and email)

By Mail to: (insert official Rediscovery T'aalan Stl'ang address)

By Fax to: (250) xxx xxxx- marked Confidential

If you have any questions about submitting your Expression of Interest and resume, please contact
(insert contact and phone)

Appendix B: Modern Rules of Order Introduction & Rules of Order Summary

Introduction⁶

The essential purpose of parliamentary rules for a business meeting is to provide a framework of established procedures for the orderly and fair conduct of the meeting's business. Procedural rules were never meant to interfere with substantive deliberations of the meeting. They were designed to provide an accepted and understandable format for timely consideration and resolution of the meeting's issues.

All too frequently, however, the adoption of "ancestral parliamentary rules" leads to confusion, disagreement, and disruption when it becomes apparent that the Chair of a meeting is not familiar with the complex procedures required by ancestral rules. This is not surprising because ancestral rules were tailored to formally structured parliamentary debate. It is significant to note that Clarence Cannon, former Parliamentarian of the U.S. House of Representatives, stated that complex rules of order are not appropriate for small assemblies or business meetings:

These rules of Parliament and Congress are designed for bicameral bodies, generally with paid memberships, meeting in continuous session, requiring a majority for a quorum, and delegating their duties largely to Working Groups. Their special requirements ... have produced highly complex and remarkably efficient systems of rules peculiar to their bodies, but which are, as a whole, unsuited to the needs of the ordinary assembly.

Rules of parliamentary procedure stemming from Robert's Rules are neither appropriate nor applicable to the corporate or non-profit business meeting. State laws and corporate bylaws are generally silent regarding the procedural conduct of meetings, and there are no other detailed procedural rules for business meetings that are commonly accepted. Therefore, it is suggested that the Rules given here be used as a guide for conducting any business meeting (to the extent not otherwise covered by applicable statute, charter or bylaws). They can be formally adopted by an appropriate bylaw or board resolution.

⁶ Donald A. Tortorice

The objective of The Modern Rules of Order is to provide a modern and simplified procedure that promotes efficiency, decorum and fairness within a format that can be easily mastered and later referred to with ease. The rules are designed for application to any business meeting, whether the business is that of a major corporation or a small non-profit association. The focus is promoting timely consideration of the substance of the meeting rather than ritualistic procedure.

Significant authority is given to the Chair, whose judgment should be respected by the meeting and who will conduct matters in the best interests of the organization. This is the case in the vast majority of meetings convened every day. Where it is not true, remedial action may be appropriate to restore effective leadership. Procedural measures are no substitute for leadership. The essential requirement for the procedural framework of any meeting is that the meeting be conducted with fairness and good faith toward all who are entitled to take part, and that those present be given an opportunity to consider and act on matters properly brought before the meeting.

Rules of Order

Rules 1 and 2 are mandatory the remaining rules serve as guidance to the Chair and are subject to Rules 1 and 2.

Rule 1: Role of the Chair

Authority for conduct of the meeting is assigned to the Chair, who shall be responsible for timely, fair and reasonable conduct of the meeting's business. Decisions of the Chair are final on questions of procedure, except that any ruling can be appealed to a vote of the meeting. If a ruling of the Chair is corrected by the meeting, the Chair shall amend its ruling to reflect the will of the meeting.

Rule 2: The Rules and Governing Law

The rules of conduct of the meeting are subordinate to bylaws of the organization, which are subordinate to the articles (or charter) and to prevailing state or federal law.

Rule 3: The Agenda

The Chair shall be responsible for establishing the order of business, or agenda, in consultation with the Secretary, and shall ensure that the order of business is posted or circulated as required by the bylaws, articles or law.

Rule 4: Convening the Meeting

The Chair shall be responsible for ascertaining and announcing the presence of a quorum and the due convening of the meeting.

Rule 5: Special Officers

The Chair shall have authority to appoint a Special Chair to conduct the meeting, a Special Secretary to record minutes, or other special officers for the purpose of assisting in conduct of the meeting. The Special Chair or other specially appointed officers shall serve under the authority of and be subject to direction of the elected Chair. A Special Secretary shall also serve under supervision of the elected Secretary.

Rule 6: Approval of Minutes and Reports as Submitted

By announcement of the Chair, unless an objection is raised, previously circulated minutes of meetings and reports not requiring action may be approved as submitted. If an objection is made, approval shall be presented in the form of a motion.

Rule 7: General Discussion

Issues that require consideration of the meeting may be discussed with or without formal motion. An issue may be resolved by recording (a) the general consensus or "sense of the meeting," or (b) by a formal motion.

Rule 8: General Principles for Discussion or Debate

Discussion of any issue is subject to regulation by the Chair to assure adequate consideration of relevant points of view in the best interests of the organization. The objectives of discussion are to:

- a. Determine the will of the body and to articulate decisions for conduct of business
- b. Assure sufficient discussion and consideration of issues so that all pertinent points of view are considered
- c. Maintain at all times the dignity of the meeting so that each recognized speaker's views are made known to voting participants and to ensure that appropriate respect is accorded all members and
- d. Present the consideration of business in a manner understood by all participants.

Rule 9: General Consensus or Sense of the Meeting

When the meeting participants embrace a course of action by a clear consensus, the Chair may, if there is no objection, state that action upon the issue is resolved by "general consensus" or the "sense of the meeting." A ruling as to general consensus or the sense of the meeting shall be recorded in the minutes as the decision of the meeting. The Chair may also announce that, without objection, a matter may be recorded as the unanimous action of the meeting.

Rule 10: Use of Motion Practice

Where a sense of the meeting cannot be determined with reasonable certainty (as discussed in Rule 9), or where by reason of importance of the matter formal approval or a count of the votes is desired, the Chair or any member may state the proposal as a motion under Rules 11 and 12.

Rule 11: Motion Practice

The rules of motion practice shall be applied as a guide to the Chair in disposition of formal motions, which are resolved by a vote of the meeting.

Rule 12: Motion Practice and Precedence

Under these Rules, motions should be limited to those set forth below. They are grouped into three (3) categories and listed in order of precedence:

- a. When any motion is pending, any motion listed above it in the list is in order, but those below it are out of order
- b. Where a required vote is stated, reference is made to those present and
- c. Voting or, in situations such as stockholders meetings where participants may have more than one (1) vote, reference is to the number of votes cast.

Appendix C: Gift Assignment Form

The following is the Rediscovery T'aalan Stl'ang Gift Declaration Form that is intended to track and re-assign gifts (that exceed \$100 in value) for the benefit of Haida peoples and community members, consistent with the *Code of Conduct Policy*.

Gift Description	Date of Receipt	Donor	Received by (the Board member)	Approx. Value	Board Decision for gift assignment	Gift Assignment completed by General Manager (date)

Appendix D: Membership Application

Haida Gwaii Rediscovery Society Membership Application

Name:			
Mailing Address:			
		Postal Code:	
Telephone:		Email Address:	
Are you of a member of the Haida Nation?		<input type="checkbox"/> Yes	<input type="checkbox"/> No
Are you a permanent resident on Haida Gwaii or related to a permanent resident on Haida Gwaii?		<input type="checkbox"/> Yes	<input type="checkbox"/> No
I agree that the HGRS can contact me regarding HGRS events or announcements.		<input type="checkbox"/> Yes	<input type="checkbox"/> No

Voting membership applications are open to any person over eighteen (18) years of age who is a Haida Nation member or Haida Gwaii community member who currently in Haida Gwaii or is related to a person living on Haida Gwaii with the payment of a two-dollar tooney or agate. Membership terms are three (3) years in length. The Board of Directors approves all memberships, utilizing this application form.

The responsibilities of Rediscovery T'aalan Stl'ang Society Members includes: Paying annual dues of two (2) dollars, or an agate annually at the AGM; Maintaining up to date contact information for your membership and Rediscovery T'aalan Stl'ang communications (e.g., newsletters), and approving the use of contact information consistent with the Freedom of Information and Privacy Act; Informing yourself about the work of the Rediscovery T'aalan Stl'ang Society, Haida values and ways of being and knowing; Participating in Rediscovery T'aalan Stl'ang Society meetings, and events; and serve as a role model and ambassador by acting in accordance with Haida values, ways of knowing and being.

I agree that the above is true and accurate and agree to abide by the responsibilities outlined above:

Signature: _____ Date: _____

Please submit this form to Rediscovery T'aalan Stl'ang Society along with your two-dollar (\$2.00) membership fee to:

General Manager, Rediscovery T'aalan Stl'ang Society, (insert address).

Applications will be reviewed and approved to ensure society by-laws and board policies are met.

OFFICE USE ONLY				
Date Fee/Form Submitted	Admin Initial	Receipt Number	Approved (Y/N)	Board Initial

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