

# **GOVERNANCE POLICY AUTHORIZATION**

**Effective Date:** May 30, 2022

Approved by motion at duly convened Council Meeting on May 30, 2022

# GOVERNANCE PROCEDURES AUTHORIZATION

Effective Date: May 30, 2022

A handwritten signature in black ink, consisting of a stylized 'D' followed by a cursive flourish.

May 30, 2022

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Chief Signature

Date

**Tsartlip First Nation**

# Governance Policy and Procedures



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# 1. DEFINITIONS

“Arrears”	unpaid, overdue debt, or an unfulfilled obligation
“Assets”	anything of value owned by the First Nation
“Asset Recognition Criteria”	criteria to be used to set the threshold for determining whether a capital asset must be included in the capital asset register
“Assign”	transfer of duties or functions from one person to another where the former person (the assignor) retains responsibility for ensuring the activities are carried out
“Authorization and Delegation Table”	a table approved by Council specifying the delegation and assignment authorities over decisions or activities related to the First Nation’s financial administration
“Budget”	a plan or outline of expected money and spending over a specified period
“Capital Assets”	tangible capital assets (physical assets) such as buildings, land, and major equipment
“Capital Plan”	a consolidated plan or outline of expected money and spending of all capital projects to be undertaken in a fiscal year
“Capital Project”	the construction, rehabilitation or replacement of the First Nation’s capital assets and any other major capital projects in which the First Nation or its related entities are investors
“Capital Project Plan”	a project management plan to carry out a capital project that includes the budget
“Cash”	money, cheques, money orders, and equivalent forms of currency
“Cash Reserves”	money that a company keeps on-hand to meet short-term and emergency funding needs
“Classification”	process of categorizing records in an organized way
“Chairperson”	head of a meeting, department, committee, or board. The vice-chairperson acts as the head when the chairperson is not there
“Administrator”	person who is responsible for leading the day-to-day administration or management of the First Nation and who reports directly to Council

“Code of Conduct Declaration”	statement that Council, committee members, employees, and contractors must sign on an annual basis that states they understand and agree to the First Nation government’s code of conduct
“Committee”	group of people appointed by Council for advising Council or conducting decision-making activities assigned by Council until or unless they are suspended or disbanded by Council
“Conflict of Interest”	situation of personal gain at the expense of others
“Contract”	legally binding agreement between two parties
“Control”	policy, procedure, or process put in place to manage a First Nation government’s administration
“Corrective Actions”	steps taken to deal with job-related behavior that does not meet agreed upon and communicated performance expectations
“Cost”	amount of money to be paid or spent to obtain something
“Council”	elected or appointed official representatives of the First Nation that includes Chief, Councillors and the equivalent terminology used by the First Nation
“Debt”	something that is owed or due, usually money
“Deficit”	shortage that occurs when an organization spends more money than it has on-hand over a period
“Delegation”	transfer of specific responsibilities from one person to another
“Director of Finance”	person responsible for the day-to-day management of the First Nation’s finances
“Direct Supervisor”	employee responsible for managing and overseeing the work and development of other staff
“Eligibility Criteria”	requirements set by Council which must be met by an individual to be considered independent and eligible to be appointed to the Finance and Audit Committee
“Engagement Letter”	written document prepared by the auditor that serves as a contract to confirm the audit arrangements between the auditor and the First Nation government; it is required by Canadian Generally Accepted Auditing Standards

“Entity”	corporation, partnership, joint venture or unincorporated association or organization whose financial transactions are consolidated in the First Nation government’s financial statements in accordance with GAAP
“Expenditure”	amount of money spent by the First Nation government to buy goods or services
“Expenses”	amount of money spent on transportation, accommodation, meals, hospitality or incidentals, to be paid back (reimbursed)
“Financial Competency”	ability to read and understand the First Nation government’s financial statements
“Financial Reporting Risk”	possibility of a significant error in financial information often caused by weak internal controls or fraud
“Financial Statement”	formal record of all money and property of the First Nation within a specific period
“Fiscal Year”	twelve-month period used for tax or accounting purposes
“Fraud”	wrongful or criminal act that involves lying or holding back information; this is usually done for personal or financial gain
“GAAP”	Canadian Generally Accepted Accounting Principles, the framework of accounting guidelines, rules and procedures
“HR Records”	records that contain information on an individual’s hiring, job duties, compensation, performance, and general employment history
“Indemnity”	security or protection against a loss or other financial commitment
“Independence”	eligibility criteria for finance and audit committee membership defined as an individual who does not have a direct or indirect relationship with the First Nation government that could, in the opinion of Council, reasonably interfere with the individual’s judgment as a member of the finance and audit committee  an individual with a role in the financial management of the First Nation involving planning, organizing, directing or controlling of its financial activities –



	including budgeting, financial accounting, financial reporting, procurement and use of funds, does not meet the minimum independence requirements for finance and audit committee membership
“Information”	knowledge received and any documented material regardless of source or format
“Information Security”	way a First Nation government protects information from unauthorized access, use, modification, or destruction
“Integrated Planning and Budgeting”	annual process of planning and budgeting activities across every level of the First Nation government that are linked, coordinated, and driven by the First Nation’s vision and strategic objectives
“Internal Assessment”	review of an activity/process by an independent First Nation staff member (i.e. an individual not responsible for or involved in the activity) to determine the effectiveness of that specific activity or process
“Investment”	an asset or item bought with the hope that it will gain value or provide income in the future
“Life-Cycle Plan”	plan of the First Nation’s assets in terms of costs to buy, operate, upkeep and get rid of over a specified period
“Loan Guarantee”	promise to pay all or a part of the principal and/or interest on a debt obligation in the event of default by the borrower
“Local Revenues”	term used to describe property taxes under the <i>First Nations Fiscal Management Act</i>
“Materiality”	financial amount that the First Nation government considers significant, typically large amounts; the materiality threshold is the minimum financial amount that a First Nation government considers significant
“Misconduct or Wrongdoing”	breach of the First Nation’s Financial Administration Law including conflict of interest provisions, code of conduct, Council-approved policies and administrative procedures
“Officer”	Administrator , Director of Finance, Tax Administrator or any other employee of the First Nation government designated by the Council as an Officer

“Organizational Chart”	visual representation of the different positions in a First Nation government that clearly shows reporting relationships (who reports to who)
“Performance Improvement Plan”	plan developed by an employee’s direct supervisor, in consultation with the employee, to address the areas for improvement/development identified during the performance review process
“Personal Information”	information about a specific individual. In addition to common items such as an individual’s name, gender, physical characteristics, address, contact information, identification and file numbers - it also includes criminal, medical, financial, family and educational history as well as evaluative information and other details of an individual’s life
“Privacy Protection”	rules a First Nation government puts in place to collect, create, use, share/disclose, retain, protect and dispose of the Personal Information that it needs for its administration
“Projection”	estimates for a future situation based on all the information available now
“Purchase Order”	document stating the wish of a buyer to purchase something from a seller that shows the exact details of the items the buyer wishes to buy
“Purchasing”	buying an asset or item. Also referred as “procurement” per the First Nations Financial Management Board Standards
“Record”	information created, received, and maintained by the First Nation government for operational purposes or legal obligations. A record may be electronic, or hardcopy paper based
“Recordkeeping”	how an organization creates, obtains, and manages records
“Rehabilitation”	asset alteration, extension and renovation but does not include routine maintenance
“Remuneration”	salaries, wages, commissions, bonuses, fees, honoraria and dividends and any other monetary and non-monetary benefits
“Replacement”	substitution, in whole or in part, with another of the First Nation government’s capital assets

“Requisition”	purchase order used by the First Nation government when recording expenditures
“RFP”	Request for Proposal, competitive process followed by the First Nation government to enter into a major service contract. RFPs lay out the First Nation government’s needs and conditions and leave it up to the potential contractors to present a proposal that shows their experience, skills and ability to carry out the contract within time and cost specifications
“Risk”	possibility of a loss or other negative event that could threaten the achievement of a First Nation government’s goals and objectives
“Sole Source”	contract entered into by the First Nation government without a competitive process to purchase goods and/or services
“Special Committee”	committee formed for a specific purpose and is dissolved when that purpose has been achieved
“Special Purpose Report”	financial report on a specific activity
“Standing Committee”	committee that has an ongoing purpose
“Tax Administrator”	person responsible for managing the local revenues and local revenue account on a day-to-day basis, if the First Nation government is collecting local revenues
“Terms of Reference”	outline of the purpose and structure of a project, committee, meeting, or negotiation
“Travel Status”	pre-approved travel on official First Nation government business by an individual’s direct supervisor; Travel Status begins from the individual’s place of work (e.g. the First Nation government office) to the approved destination and ends once they return to their place of work
“Useful Life”	estimate of how long a capital asset is expected to be used by the First Nation government; the life of a capital asset may extend beyond the Useful Life and the life of a capital asset, other than land, is fixed (limited)
“Value for Money”	best combination of price, quality, and benefits of a product or service

“Virtual Private Network”

VPN is a way to use public telecommunication infrastructure, such as the internet, to provide remote offices or individual users with secure access to the First Nation government’s virtual network

## 2. POLICIES AND PROCEDURES

### POLICY

#### Policy Statement

It is Council's policy to establish a process around creating, revising, and issuing policies and procedures that reflect the First Nation's practices and meet legal and regulatory requirements that affect the First Nation's financial administration.

#### Purpose

The purpose of this policy is to make sure that there is a standardized way of preparing, reviewing, issuing, maintaining and revising the First Nation's financial management system policies and procedures.

#### Scope

This policy applies to the Council, Committees of Council and all employees and any other persons with authority to conduct activities in connection with the financial administration of the First Nation.

#### Responsibilities

##### Council is responsible for:

- approving new, revised or removed policies and procedures by Council Resolution that comply with applicable laws, regulations and standards unless procedures approval has been delegated to the Administrator.

##### The Finance and Audit Committee is responsible for:

- recommending to Council the issuance, revision or removal of policy and procedure document related to reimbursable expenses and perks of Council members and employees only

##### The Administrator is responsible for:

- approving new, revised or removed procedures as delegated by Council
- maintaining a comprehensive list of all existing policies and procedures
- making sure that the current list of policy and procedures is made available to all affected persons
- reviewing all policy requests (new, revised, removed) and submitting a recommendation to Council for approval
- determining if the policy and/or procedure document request needs to be referred to a subject matter expert for additional review
- determining if the policy and/or procedure document needs cross functional review from other departments within the First Nation

- making sure proposed or revised policy and procedures incorporate the requirements of applicable laws, regulations and standards
- making sure proposed or revised procedures are consistent and compliant with the respective Council approved policies
- making sure that existing policy and procedures are kept current by reviewing periodically

**The Chief Financial Officer is responsible for:**

- making sure policy and procedure documents being reviewed comply with the First Nation’s Financial Administration Law and GAAP
- conducting an assessment for each significant function or activity of the Nation’s financial administration to determine if a policy and procedure document is required

**All persons affected by the policies and procedures are responsible for:**

- understanding and complying with the policies and procedures appropriate to their responsibility and interaction

**ADMINISTRATIVE PROCEDURES**

**Procedures**

**2.1 Creation**

Any employee may recommend a policy or procedure; however, the Administrator will create a list of all policies and procedures required by the First Nation’s Financial Administration Law or required to adequately and effectively manage and control the financial management system and to safeguard the First Nation’s assets.

The Administrator will determine the appropriate content keeping within the following format for the policy:

- policy – clear statement that indicates the protocol or rule affecting the specific area
- purpose – the reason or rationale underlying the policy and procedure
- scope – the areas, functions, individuals, or departments affected by the policy
- definitions – any specialized terms that are not otherwise defined
- responsibilities – describes who, using titles or positions, is responsible for implementing or maintaining the policy and procedure
- references (optional) – list of applicable documents, policies, laws and regulations
- attachments (optional) – forms, reports, or records that are generated from the policy

The Administrator will agree on appropriate content keeping within the following format for procedures:

- procedures – describes the steps, details, or methods to be used to implement and maintain the policy and procedures
- references (optional) – list of applicable policies

## **2.2 Approval and Communication**

Council must approve all policies and procedures by Council Resolution unless procedures' approval has been delegated to the Administrator. Where approval of procedures has been delegated to the Administrator, the Administrator must approve all procedures in accordance with the policies and procedures of the First Nation.

The Administrator will communicate all approved policies and procedures and make sure they are accessible to the all affected departments and persons whether on the First Nation's server, website or a location to which all those affected have access.

The Administrator will make sure that all employment and service contracts require employees and contractors of the First Nation to comply with the policies and procedures of the First Nation.

## **2.3 Maintenance**

At least every four years, all issued policy and procedures will be reviewed for completeness, accuracy, and relevancy and revised or removed accordingly.

## **References and Related Authorities**

FMB's Financial Management System Standards

- Standard 9.0 – Policies and Procedures

FMB's Financial Administration Law Standards

- Standard 8.0 – First Nation Council

## 3. DELEGATED & ASSIGNED RESPONSIBILITIES

### POLICY

#### Policy Statement

It is Council's policy to establish a process around giving financial administration authorizations and delegations to identified departments, committees and individuals. Overall responsibility for financial management of the First Nation remains with the Council.

#### Purpose

The purpose of this policy is to document and specify the use of delegation and assignment authority to transfer the responsibility for making a decision or performing a duty to another functional area, Officer, employee, or agent and to provide accountability with respect to financial authorization and authority to bind the First Nation to legal obligations.

#### Scope

This policy applies to the Council, Committees of Council, Officers, employees of the First Nation and any other persons with authority to conduct activities in connection with the financial administration of the First Nation.

#### Responsibilities

##### Council is responsible for:

- authorizing the Administrator to delegate any Council duties or functions related to the First Nation's financial administrative system to an Officer, employee, Committee, contractor or agent except:
  - the approval of financial administration policies that fall under Council's responsibility as specified in a Financial Administration Law
  - the appointment and removal of the Finance and Audit Committee members, including the Chairperson and Vice-Chairperson
  - the approval of budgets, budget amendments, borrowings and financial statements
  - the approval of the Authorization and Delegation Table
  - any matter relating to the employment or authorities of any Officers

##### The Administrator is responsible for:

- assigning their financial management activities or functions except:
  - making sure those with delegated authority understand their responsibilities and have the skill and knowledge necessary to effectively exercise authority
  - establishing protocols for delegation and temporary assignments to deal with absences due to illness, vacation, or other extended leaves using the Temporary Delegation and Authorization form



Regardless of the delegation of any financial administration authority by Council, Council remains responsible for the financial management of the First Nation.

## **ADMINISTRATIVE PROCEDURES**

### **Procedures**

#### **3.1 Delegation**

The Administrator will prepare and update the Authorization and Delegation Table in accordance with this policy.

The Administrator will make sure there is an appropriate level of documentation including the Authorization and Delegation Table and a signed Temporary Delegation and Authorization form. The Administrator will make sure that delegated authority is specified in job descriptions where appropriate.

The Administrator will submit the Authorization and Delegation Table to Council for approval.

The Administrator will make sure that that the Authorization and Delegation Table is communicated to all staff to make sure delegated responsibilities can be carried out effectively.

Council, Committees, Officers, employees, contractors and agents may delegate authority only to individuals competent and capable of carrying out the delegated authority.

The Administrator will make sure that any delegation of authority granted is aligned with the organizational chart structure.

#### **3.2 Temporary Delegation**

Delegation and temporary assignments for absences due to illness, vacation, or other extended leaves must be documented using the Temporary Delegation and Authorization form and reported to and filed with the Administrator.

#### **3.3 Monitoring and Evaluation**

The Administrator will monitor and evaluate the performance of the delegated duties and functions and if necessary, make recommendations to Council for amendments to the Authorization and Delegation Table.

### **References and Related Authorities**

FMB's Financial Management System Standards

- Standard 8.0 – Delegated/Assigned Responsibilities

FMB's Financial Administration Law Standards

- Standard 8.0 – First Nation Council

- Standard 11.0 – First Nations Officers and Employees

## **Attachments**

1. Authorization and Delegation Table
2. Temporary Delegation of Duty/Function Form

## AUTHORIZATION AND DELEGATION TABLE

Financial Administration Activity / Function	Responsible	Authority Level (where applicable)
Policy Approval	Council	No delegation
Procedure Approval	Council	Can delegate to Administrator
Annual Signing of Code of Conduct Declaration	Council, Finance & Audit Committee Members, Officers, Employees	No delegation
Annual Completion and Signing of Private Interests Disclosure Form	Council, Finance & Audit Committee Members, Officers, Employees	No delegation
Appointment and Termination of Finance & Audit Committee Members	Council	No delegation
Finance & Audit Committee Terms of Reference Approval	Council	No delegation
Signing of Finance & Audit Committee Eligibility Declaration	Finance & Audit Committee Members	No delegation
Committee Establishment, Terms of Reference and Termination	Council	No delegation
Strategic Plan Approval	Council	No delegation
Annual Risk Register Approval	Council	Can delegate to an Officer
Multi-year Financial Plan Approval by March 31 of each year	Council	No delegation
Annual Budget Approval by March 31	Council	No delegation
Budget Amendment Approval	Council	Must approve amounts greater than \$10,000.00
Annual Report Approval by Sept 27	Council	No delegation
Annual Audited Financial Statements Approval by July 29	Council	No delegation
Annual Special Purpose Reports Approval	Council	No delegation
Quarterly Financial Statements Approval Before Next Quarter	Council	No delegation
External Auditor Appointment and Termination	Council	No delegation
Investment Strategy Approval	Council	No delegation
Investment Manager Appointment and Termination	Council	No delegation

<b>Financial Administration Activity / Function</b>	<b>Responsible</b>	<b>Authority Level (where applicable)</b>
Annual Emergency and Operations Continuity Plan Review and Approval	Administrator	Can delegate to another Officer
Annual Review of Financial Management System	Administrator	Can delegate to another Officer
Document Retention Periods Approval	Council	No delegation
Organization Chart Approval	Council	Can delegate non-Officer approval to Administrator
Appointment, Termination, Severance and Salary Adjustments – Officers	Council	No delegation
Annual Performance Evaluation of Officers	Council	Can delegate Chief Financial Officer performance evaluation to Administrator
Annual Performance Evaluations of Employees	Direct Supervisor	No delegation
Hiring, Termination, Severance and Salary Adjustments – Non-Officers	Administrator	Can delegate to the Directors/Program Managers
Approval of Budgeted Expenditures and Capital Asset Purchases and Disposals	Council	Must approve amounts greater than \$100,000.00
	Administrator	Must approve amounts between \$10,000.00 and \$100,000.00
	Director of Finance	Must approve amounts between \$5,000.00 and \$10,000.00
	Program Directors/Managers	Up to \$5,000.00
Approval of Extraordinary Expenditures	Council	Must approve amounts greater than \$20,000.00
	Administrator	Must approve amounts up to \$20,000.00
Approval of Contracts – Less than 12 months	Council	Must approve amounts greater than \$100,000.00
	Administrator	Must approve amounts up to \$100,000.00
Approval of Capital Project Trigger Threshold	Council	A project is considered a “capital project” when total cumulative costs will be greater than \$150,000.00
Capital Projects Approval	Council	No delegation
Capital Asset Reserve Fund Establishment	Council	No delegation
Approval of Contracts – Greater than 12 months	Council	No delegation

<b>Financial Administration Activity / Function</b>	<b>Responsible</b>	<b>Authority Level (where applicable)</b>
Approval of Insurance Coverage and Premiums	Council	No delegation
Annual Review of Insurance Coverage	Administrator	Can delegate to another Officer
Approval of Capital/Operating Leases	Council	No delegation
Approval of Bank Account Transfers	Council	Two approvals from authorized signatories – no delegation
Bank Accounts – Opening/Closing	Council	No delegation
Bank Accounts – Approval of Reconciliations	Officer	No delegation
Approval of Borrowing Transactions	Council	No delegation
Approval of Lending – Principal amount	Council	Must approve amounts greater than \$0.00
Approval of Lending – Loans Receivable	Council	Must approve amounts greater than \$0.00
Approval of Guarantees and Indemnities	Council	Must approve amounts greater than \$0.00
Loan Forgiveness Approval	Council	Must approve amounts greater than \$0.00
Payroll Advance Approval	Administrator	No delegation
Expense Allowance Approval	Administrator	Must approve amounts greater than \$1,000.00.
	Director of Finance	Must approve amounts up to \$1,000.00.
Payroll Remittance Package Approval	Director of Finance	No delegation
Approval of Reimbursable Expense Claims – Council	Council and Officers	Two approvals – one non-claimant Council member and one Officer

## TEMPORARY DELEGATION OF DUTY/FUNCTION FORM

I, [insert name and position title], hereby delegate to [insert name and position title] the duty/function, on a temporary basis, of my position effective [insert start date] to [insert end date].

Agreed to on the XX day of Month 20XX

Person delegating:

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Name and Position Title

Person delegated to:

---

Name and Position Title

## 4. CODE OF CONDUCT AND CONFLICT OF INTEREST

### POLICY

#### Policy Statement

It is Council's policy to establish a process around having Council, committee members, Officers and any staff and contractors, if applicable involved in the financial administration of the First Nation, make an annual Code of Conduct Declaration and disclose as soon as possible any circumstances which could result in an actual or potential conflict of interest.

#### Purpose

The purpose of this policy is to provide each Council member, committee member, employee and contractor with a clear understanding of their expected conduct, including managing conflicts of interest, in the performance of their responsibilities.

#### Scope

This policy applies to all individuals involved with the financial administrative system of the First Nation, including Council, committee members, Officers, employees and contractors.

#### Responsibilities

##### Council is responsible for:

- at the beginning of their term of office, reading and understanding the code of conduct and conflict of interest requirements and signing the Code of Conduct Declaration and the Conflict of Interest Disclosure forms
- in addition to annually, disclosing as they arise and as soon as possible, any circumstances which could result in an actual or potential conflict of interest
- complying with the Financial Administration Law, Appendix A – Mitigating Conflicts of Interest, and any other applicable First Nation law, policies, procedures and any applicable standards
- taking appropriate action, as outlined in the Financial Administration Law, to remedy Councillor misconduct
- rejecting gifts or benefits over the value of [\$500] that might reasonably be seen to have been offered in order to influence the making of a decision
  - if a Councillor is unsure whether to accept a gift or benefit, they will bring the matter before Council for a decision
- taking appropriate action to remedy undisclosed conflicts of interest by Councillors
  - if a Councillor has reason to believe that another Councillor has a conflict of interest or an apparent conflict of interest regarding a matter before the Council, the Councillor may request clarification of the circumstances at a Council meeting

- if a Councillor is alleged to have a conflict of interest or an apparent conflict of interest, and does not acknowledge it and take action to disclose the conflict, Council must determine whether the Councillor has a conflict of interest or an apparent conflict of interest
- the minutes of the Council meeting must record any decision made by the Council regarding an undisclosed conflict of interest by a Councillor.
- if Council determines that a Councillor has a conflict of interest or an apparent conflict of interest, the Councillor must comply with the requirement to disclose the conflict of interest

**The Administrator is responsible for:**

- making sure that Council members, committee members, employees and contractors are informed of the code of conduct and conflict of interest requirements and that training/orientation is provided to Council members, Officers and employees and contractors in a timely manner upon being hired or elected
- making sure that Council members sign the Code of Conduct Declaration and the Conflict of Interest Disclosure forms annually and submit it to the Administrator in a timely manner
- making sure that Officers, committee members, employees and contractors sign the Code of Conduct Declaration upon appointment and annually thereafter, and the Conflict of Interest Disclosure forms as actual or potential conflicts arise, and submit it to the Administrator in a timely manner
- filing the Code of Conduct Declaration and Conflict of Interest Disclosure forms according to the relevant records management policy that protects the privacy of the persons making the disclosure

**Officers, committee members, employees and contractors are responsible for:**

- disclosing circumstances which could result in an actual or potential conflict of interest as they arise and as soon as possible

**Immediate supervisors are responsible for:**

- making sure their supervised employees and contractors sign the Code of Conduct Declaration annually, and Conflict of Interest Disclosure forms as actual or potential conflicts arise, and submit to the Administrator in a timely manner if the Administrator has delegated this responsibility to immediate supervisors

**ADMINISTRATIVE PROCEDURES**

**Procedures**

**4.1 Acceptance of Gifts**

Councillors, committee members, officers, employees and contractors will not accept any gifts and benefits exceeding a value of [\$500] or that might reasonably be seen to have been offered in order to influence the making of a decision by that person. If an employee or contractor is



unsure whether to accept a gift or benefit, they will discuss the matter with their immediate supervisor.

## **4.2 Code of Conduct Declaration and Conflict of Interest Disclosure Forms**

At the end of each fiscal year, the Administrator will communicate, in writing, to Council members, Officers, employees and contractors to obtain the signed Code of Conduct Declaration, and to obtain annual Conflict of Interest Disclosure forms from Council members.

The Administrator will file the Code of Conduct Declaration and Conflict of Interest Disclosure forms according to the relevant records management policy that protects the privacy of the persons making the disclosure.

Signed Council Code of Conduct Declaration and Conflict of Interest Disclosure forms will be filed with the relevant administrative personnel.

The Administrator will retain all Code of Conduct Declarations and Conflict of Interest Disclosure forms in the respective Officer, employee personnel or contractor file.

Council will act if the required forms are not received within **90 days** of being notified by the Administrator.

### **References and Related Authorities**

FMB's Financial Management System Standards

- Standard 13.0 – Conduct Expectations

FMB's Financial Administration Law Standards

- Standard 12.0 – Conduct

### **Attachments**

1. Code of Conduct Declaration
2. Conflict of Interest Disclosure Form

## CODE OF CONDUCT DECLARATION

I hereby confirm that I have read and understand the Conduct and Conflict of Interest Expectations set out in Appendix A – Avoiding and Mitigating Conflicts of Interest, and the First Nation’s Financial Administration Law (“the Law”), and agree to comply fully with them.

I agree that I will adhere to the following principles and responsibilities governing my professional and ethical conduct.

To the best of my knowledge and ability:

- I will comply with the Law, any other applicable First Nation law and any applicable standards
- I will act with honesty, good faith and in the best interest of the First Nation
- I will exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances
- I will avoid any real, potential, or apparent conflicts of interests
- I will act with due care, competence, and diligence, without misrepresenting material facts or allowing my independent judgement to be subordinated
- I will respect the confidentiality of information acquired in the course of my work or service except when authorized to do so in the performance of my duties or am otherwise legally obligated to disclose
- I will ensure responsible use of and control over all First Nation assets and resources entrusted to me
- I will be accountable for adhering to this declaration

### Declaration of Understanding:

---

Council member, Employee or Contractor  
name (print)

---

Council member, Employee or Contractor  
name (signature)

---

Title

---

Date

## CONFLICT OF INTEREST DISCLOSURE FORM

A Council member, employee or contractor (“an individual”) has a “conflict of interest” when the individual exercises a power or performs a duty or function and at the same time knows or ought reasonably to have known that in the exercise of the power or performance of the duty or function there is an opportunity to benefit the individual’s private interests, otherwise known as personal gain at the expense of others.

All Council members, employees and contractors are required to declare any actual, potential or apparent conflicts of interest to the First Nation. Conflicts of interest could arise from “personal interests” which include:

- the individual’s spouse
- a person under the age of eighteen (18) years in respect of whom the individual or the individual’s spouse is a parent or acting in a parental capacity
- a person for whom the individual or the individual’s spouse is acting as guardian
- a person, other than an employee, who is financially dependent upon the individual or the individual’s spouse or on whom the individual is financially dependent
- an entity in which the individual or the individual in combination with any other person described in this section has a controlling interest
- close family or personal relationships with persons in a position to influence the affairs of the First Nation, or otherwise engaged in the affairs of the First Nation
- close relationships with persons having an interest in information, competitive, intellectual or other interests of the First Nation

**Declaration:** I disclose the following actual, potential or apparent conflicts of interest:

--

\_\_\_\_\_  
Council member, Employee or Contractor  
name (print)

\_\_\_\_\_  
Council member, Employee or Contractor  
name (signature)

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

## 5. COMMITTEE ESTABLISHMENT AND DISSOLUTION

### POLICY

#### Policy Statement

It is Council's policy to establish a process around standing committees and special committees it deems necessary to fulfill its mandate or to assist in meeting its legal and regulatory obligations.

#### Purpose

The purpose of this policy and procedure is to establish an effective governance system that makes sure Committees are consistently and purposefully structured to carry out its specified functions assigned by Council or in First Nation laws.

#### Scope

This policy applies to Council, its committees and the Administrator .

#### Responsibilities

##### Council is responsible for:

- establishing a committee and its mandate
- approving the terms of reference for each committee
- determining the minimum qualifications and eligibility requirements of committee members and chairpersons
- appointing a chairperson or filling a chairperson vacancy on a committee
- evaluating the effectiveness of each committee
- approving any recommendations presented by the committee

##### The Administrator is responsible for:

- making sure that the agendas and minutes of all committee meetings are retained for a period of at least seven years or a period specified in the First Nation's relevant policy

##### The Chairperson is responsible for:

- facilitating committee meetings and making sure they are conducted in an efficient and effective manner
- scheduling committee meetings as necessary and planning committee activities to make sure that the committee is successful in fulfilling its mandate and addressing its functions, duties and responsibilities, including working within its approved budgetary resources
- approving committee agendas
- making sure that minutes are prepared and that they accurately reflect meeting outcomes
- identifying the necessary qualifications and eligibility criteria for committee members, subject to First Nation's laws

- recruiting qualified committee member candidates and recommending them to Council
- evaluating committee members and their contributions
- recommending member appointments and removals to Council
- reporting to Council on behalf of the committee

**The Committee members are responsible for:**

- preparing for applicable committee meetings by reading reports and background materials prepared for each meeting and obtaining information necessary for decision making
- becoming knowledgeable of the committee functions
- participating fully in the discussions of the committee
- attending all committee meetings
- avoiding conflicts of interests and complying with conflicts of interest policies and procedures established by Council or under the First Nation’s laws

## **ADMINISTRATIVE PROCEDURES**

### **Procedures**

#### **5.1 Establishment / Dissolution**

Subject to First Nation laws, Council may establish or dissolve a committee, other than the Finance and Audit Committee, by passing a Council Resolution. Council will also establish terms of reference regarding the committee’s mandate, objectives and expected outcomes.

Subject to First Nation laws, for each new committee, the Administrator and the chairperson will develop and recommend to Council for approval the terms of reference which will include, at a minimum, the following:

- composition of members, including minimum number of Council members and any requirements for specific experience, skills, knowledge or expertise
- quorum
- term of the committee members
- detailed role and functions
- voting rules
- meeting and reporting obligations

#### **5.2 Member Appointment**

Subject to First Nation laws, Council will appoint a committee chairperson.

Subject to First Nation laws, the Administrator and the respective committee chairperson will develop and recommend to Council for approval membership qualification and eligibility criteria for each committee, including potential conflicts of interest avoidance.

The chairperson, based on consultations with the committee, will recommend to Council the appointment of new committee members.

### **5.3 Performance Monitoring and Evaluation**

Annually, the chairperson will evaluate the committee's progress against its terms of reference, objectives, and stated outcomes.

The chairperson will continually monitor the performance of committee members against their terms of appointment.

### **5.4 Member Removal**

Subject to First Nation laws, a committee member may be removed on the recommendation of the committee chairperson if the committee member has committed a breach of the code of conduct, confidentiality, a First Nation policy or fails to perform expected duties of a committee member, or is no longer qualified or eligible to be a committee member.

### **References and Related Authorities**

FMB's Financial Management System Standards

- Standard 11.0 – First Nation Committees

## 6. FINANCE AND AUDIT COMMITTEE

### POLICY

#### Policy Statement

It is Council's policy and a requirement of the First Nation's Financial Administration Law to establish a process around creating and maintaining a Finance and Audit Committee ("the FAC") to assist Council in carrying out its oversight responsibilities for financial reporting, internal control and risk management processes.

#### Purpose

The purpose of this policy is to set out the composition, responsibilities, and procedures in creating and maintaining a Finance and Audit Committee.

#### Scope

This policy applies to Council, the Finance and Audit Committee, the Administrator and the Director of Finance.

#### Responsibilities

##### Council is responsible for:

- assigning to the FAC any responsibilities or functions in addition to those set out in the Law
- approving the FAC's terms of reference
- determining eligibility criteria of FAC members, chairpersons and vice-chairpersons
- confirming, before appointment, that each potential FAC member is eligible to be a member and is independent
- making sure that each FAC member signs a statement annually, confirming that they continue to meet the eligibility criteria and remain independent
- determining the requirements of financial competency to be met by the majority of FAC members
- appointing the FAC's chairperson and vice-chairperson and filling any vacancies in those offices
- evaluating the FAC's effectiveness
- providing the FAC with the resources it might need to carry out its functions
- considering any FAC recommendations or advice
- If the chairperson is not a Council member, sending notices and agendas of all Council meetings to the chairperson

##### The Finance and Audit Committee Chairperson is responsible for:

- facilitating the FAC's interaction with Officers
- chairing FAC meetings and making sure they are conducted in an efficient and effective manner

- planning the FAC's activities to make sure that it is successful in fulfilling its mandate and addressing its functions, duties and responsibilities
- preparing FAC agendas
- making sure minutes are recorded at each duly called meeting
- recruiting qualified FAC member candidates and recommending them to Council
- evaluating FAC members and their contributions
- reporting to Council on behalf of FAC

**FAC Members are responsible for:**

- preparing for meetings by reading reports and background materials prepared for each meeting and acquiring adequate information necessary for decision making
- actively participating in FAC deliberations
- attending all scheduled FAC meetings subject to reasonable exceptions acceptable to the chairperson
- becoming knowledgeable of FAC's functions and statutory responsibilities under the First Nation's Financial Administration Law
- maintaining communications with management, FAC members, the auditor and other advisors as appropriate
- making sure they have the minimum level of financial competency necessary to fulfill their responsibilities
- making sure they maintain their independence as required in the First Nation's Financial Administration Law
- avoiding conflicts of interests and complying with conflict of interest policies and procedures established by Council and described in the Financial Administration Law
- reviewing and making recommendations to the chairperson on the FAC terms of reference for Council consideration and approval

**The Administrator is responsible for:**

- maintaining the current FAC member list
- tracking FAC member financial competency
- keeping the chairperson current on major developments and provide FAC with sufficient information on a timely basis to enable FAC to discuss potential issues, make decisions, and fulfill its mandate
- assisting the chairperson in planning and making necessary arrangements for setting agendas, giving required meeting notices and holding meetings
- attending each FAC meeting, unless excused by the chairperson for a reasonable reason or excluded from attendance by FAC vote as provided in the First Nation's Financial Administration Law

**The Chief Financial Officer is responsible for:**

- attending each FAC meeting, unless excused by the chairperson for a reasonable reason or excluded from attendance by FAC vote as provided in the First Nation's Financial Administration Law
- providing technical and professional support to the FAC as requested or as required in the First Nation's Financial Administration Law



# ADMINISTRATIVE PROCEDURES

## Procedures

### 6.1 Member Appointment and Removal

Subject to the First Nation's Financial Administration Law, Council will appoint the FAC chairperson and vice-chairperson.

Council must establish its FAC consistent with the number of members specified in the Financial Administration Law.

Council, upon recommendation of the chairperson, will appoint the FAC members by passing a Council Resolution, a majority of whom must have financial competency and all of whom must have independence and meet the eligibility criteria as set out in the terms of reference approved by Council.

A FAC member may be removed from office by Council in the circumstances permitted in the First Nation's Financial Administration Law. In such circumstances, Council will remove a FAC member by passing a Council Resolution.

Subject to the First Nation's Financial Administration Law, Council may choose to appoint an alternate FAC member by passing a Council Resolution.

### 6.2 Term Requirements

Subject to the First Nation's Financial Administration Law, when making FAC appointments, Council will make sure that no more than half of the members' terms will expire in any one fiscal year.

The Administrator will maintain a register of FAC members which will, for each member, include the date of appointment or re-appointment, the term of the membership, and the term end date and which will track independence and financial competency issues for each member.

Upon any changes in FAC membership, the Administrator will report to Council on the term end dates for each FAC member.

The term of a FAC member will be as established in the First Nation's Financial Administration Law.

The terms of office of FAC members are staggered to ensure the continuing effectiveness of the FAC and to provide for succession planning. Non-Council members shall serve three-year terms, appointed in opposite years of Council elections.

Council members must be appointed to the Finance and Audit Committee as soon as possible following their election to the Council and will serve on the Finance Committee to the end of their term on Council

If a FAC member is removed from office, dies, or resigns before their term expires, Council must as soon as possible appoint a new FAC member to hold office for the remainder of the term.

## 6.3 Eligibility Criteria

Council will establish FAC member eligibility criteria as set out in the Finance and Audit Committee Declaration of Eligibility. Council will specify that an individual will not have a role in the financial management of the First Nation involving the planning organizing, directing, or controlling of its financial activities, including budgeting, financial accounting, financial reporting, procurement and utilization of funds.

Council will document FAC member criteria for independence by specifying that the individual does not have a direct or indirect financial relationship with the First Nation government that could, in the opinion of Council, reasonably interfere with the individual's exercise of independent judgment as a FAC member.

Council will establish FAC member financial competency criteria that, in the opinion of Council, will reasonably allow a FAC member to fulfill their required role and responsibilities and support the FAC effectiveness.

All FAC members will sign the Finance and Audit Committee Eligibility Declaration form and provide to the Administrator for record retention.

## 6.4 Administration and Reporting

Subject to the First Nation's Financial Administration Law, the quorum necessary for the transaction of business at FAC meetings will be a majority of FAC members.

Subject to the First Nation's Financial Administration Law, the FAC will meet at least quarterly and otherwise as necessary but in any event as soon as possible following receipt of the audited annual financial statements and report of the auditor.

All Council members of the First Nation may attend FAC meetings provided, however, that no Council member is entitled to vote at such meeting and is not counted as part of FAC quorum if they are not a FAC member.

The external auditor may attend and be heard at FAC meetings.

The FAC will maintain written meeting records of attendance of FAC members and of any ex-officio member such as the Administrator and the Director of Finance.

The FAC will provide minutes of its meetings to Council and the chairperson will provide reports to Council as appropriate on the substance of meetings as soon as possible.

If the FAC has permission under the provisions of the FAL to make rules for the conduct of its meetings, those rules must not contradict the FAL, the policies and procedures of the First Nation, or the directions of Council.

## References and Related Authorities

FMB's Financial Management System Standards

- Standard 11.0 – First Nation Committees

#### FMB's Financial Administration Law Standards

- Standard 10.0 – Finance and Audit Committee
- Standard 21.0 – Audits

### **Attachments**

1. Finance and Audit Committee Terms of Reference
2. Finance and Audit Committee Eligibility Declaration

## FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE

**Composition:** At least one (1) Council member must be a member of a Finance and Audit committee consisting of three members and at least two (2) Council members must be members of a Finance and Audit committee consisting of four or more members. Council will appoint committee members, including a chairperson and a vice-chairperson one of whom must also be a member of Council. Each committee member will perform their role in an objective, fair, and impartial manner. The majority of committee members must have financial competency and all of the members must have independence as defined below.

### **Financial Competency:**

- the ability to read, understand and analyze the First Nation's annual audited financial statements and the notes to the financial statements
- the ability to understand accounting policies, including any estimates used or judgments applied by management in the application of the First Nation's accounting policies, when these are explained by the First Nation's Chief Financial Officer and the auditor
- an understanding of the First Nation's objectives and operations that may impact the selection or application of accounting policies
- a knowledge and understanding of the strategies that have been adopted by the First Nation and the risks involved with any new strategies
- an ability to understand the First Nation's risk environment

**Independence:** An individual is independent if they do not have a direct or indirect financial relationship with the First Nation that could, in the opinion of Council, reasonably interfere with the individual's exercise of independent judgment as a member of the Finance and Audit Committee with the below exception:

An individual who has a role in the financial management of the First Nation involving the planning, organizing, directing or controlling of its financial activities – including budgeting, financial accounting, financial reporting, procurement and utilization of funds **is not** considered independent.

**Quorum:** Quorum necessary for the transaction of business at committee meetings will be majority of the voting members of the committee.

**Voting Rules:** Unless a committee member is not permitted to participate in and vote on a motion because of a conflict of interest, every member has one vote in all committee decisions. In the event of a tie vote, the chairperson may cast a second tie-breaking vote.

**Committee Term:** The Finance and Audit Committee is a standing committee established by the Financial Administration Law.

**Member Term:** The members of the Finance and Audit Committee must serve staggered terms, as follows:

- non-Council members shall serve three-year terms, appointed in opposite years of Council elections

- Council members must be appointed to the Finance and Audit Committee as soon as possible following their election to the Council and will serve on the Finance Committee to the end of their term on Council

**Chairperson:** Appointed by Council. Either the chairperson or the vice-chairperson must be a member of Council.

**Vice-chairperson:** Appointed by Council. Either the chairperson or the vice-chairperson must be a Council member.

**Mandate:** The Finance and Audit Committee is responsible to review and make recommendations to Council on the financial administration matters of the First Nation. The Finance and Audit Committee will assist Council in fulfilling its oversight responsibilities for the financial reporting process, the internal control system, the audit process, and the process for monitoring compliance with laws and regulations and the code of conduct.

**Meetings:** The Finance and Audit Committee will meet not less than quarterly and immediately following completion of the annual audit, with the chairperson having authority to convene additional meetings as circumstances required.

All committee members are expected to attend each meeting, in person or via tele/video-conference. The committee will invite members of the management, auditors, or others to attend meetings as necessary.

The Administrator and Chief Financial Officer must be notified of all meetings and must attend those meetings, subject to reasonable exceptions.

The auditor of the First Nation must receive notices of all meetings and may attend and be heard at such meetings.

Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared. The chairperson will report key decisions and areas of discussion or concern to Council as soon as possible following each Finance and Audit Committee meeting or in writing if the information needs attention in a timely manner.

The Administrator or Chief Financial Officer may be excluded from all or any part of a committee meeting at the discretion of the committee – decided by a recorded vote.

### **Responsibilities:**

#### ***Financial Accounting and Reporting Oversight***

- subject to the First Nation's Financial Administration Law, review draft annual budgets and multi-year financial plans and recommend them to Council for approval
- monitor the financial performance of the First Nation against budget and report any significant variations and their reasons to Council
- review the quarterly and annual financial statements of the First Nation and recommend them to Council for approval
- If the First Nation collects local revenues, review the annual financial statements of the First Nation's local revenue account and recommend them to Council for approval

- review the annual special purpose reports of the First Nation and recommend them to Council for approval
- review the annual report of the First Nation and recommend it to Council for approval
- make any other recommendations to Council on any matter respecting the financial administration of the First Nation
- review management's approach for safeguarding the First Nation's assets and information systems, the adequacy of staffing of key financial functions and any plans for improvement
- review with management and the external auditors emerging accounting issues and their potential impact on the First Nation's financial reporting
- review with management the First Nation's financial policies and compliance with such policies

### ***Auditor Oversight***

- make recommendations to Council on the selection, engagement and performance of the First Nation's independent auditor
- receive assurances on the independence of a proposed or appointed auditor
- review and make recommendations to Council to approve the annual audit plan of the external auditor, including the scope of the audit to be performed and the estimated audit fees
- review and make recommendations to Council respecting the audited annual financial statements, including the audited local revenue account financial statements, if applicable, and any special purpose reports
- review any management letters containing recommendations of the external auditor and management's response
- recommend to Council pre-approval of all audit, audit-related and non-audit services to be provided to the First Nation by the external auditor
- periodically review, and make recommendations to Council respecting policies, procedures and directions on reimbursable expenses and perks of Council members, officers and employees
- monitor financial reporting risks and fraud risks and the effectiveness of internal controls designed to mitigate those risks taking into consideration the cost of implementing any change to internal control
- review the First Nation's Financial Administration Law and recommend amendments to Council
- review and make recommendations to Council on the terms of reference

### ***Risk Management***

- review the annual risk management plan and fraud risk assessment completed by the Administrator and provide input to the identification, monitoring and reviewing of the annual risk assessment process
- provide recommendations to Council on the annual risk management plan and fraud risk assessment
- provide updates to the Council on any significant changes to the assessment and adequacy of monitoring activities
- review requests for non-budgeted funding for the First Nation's business enterprises and make recommendations to Council

***Other***

- review expenses of Council members and Officers and assess the First Nation's policies with respect to expense reimbursement and allowances
- evaluate at least annually the adequacy of these terms of reference

## FINANCE AND AUDIT COMMITTEE ELIGIBILITY DECLARATION

The eligibility criteria to be a Finance and Audit Committee member is as follows:

- the ability to read, understand and analyze annual financial statements and the notes to the financial statements
- the ability to understand accounting policies, including any estimates used or judgments applied by management in the application of the accounting policies, when these are explained by Chief Financial Officer and the auditor
- an understanding of the First Nation's objectives and operations that may impact the selection or application of accounting policies
- a knowledge and understanding of the strategies that have been adopted by the First Nation and the risks involved with any new strategies
- an ability to understand the First Nation's risk environment

Valid for the [2019/20 and 2020/2021] fiscals unless member term ends, whichever comes first.

*I have read the terms of reference of the Finance and Audit Committee and will comply with these.*

*I am independent and am eligible to be a member of the Finance and Audit Committee.*

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[Insert name]

---

Date

---

[Insert title]



# 7. OFFICER APPOINTMENT AND RESPONSIBILITIES

## POLICY

### Policy Statement

It is Council's policy to establish a process around outlining the duties and roles of the First Nation's officers, which include the Administrator and the Chief Financial Officer and the Tax Administrator, if applicable, and to establish a process for the appointment or removal of Officers of the First Nation.

### Purpose

The purpose of this policy is to provide guidance on the appointment and removal process and responsibilities of Officers of the First Nation.

### Scope

This policy applies to Council and Officers of the First Nation.

### Responsibilities

#### Council is responsible for:

- appointing the Officers of the First Nation

#### The Administrator is responsible for:

- developing and recommending policies and procedures for Council approval, if procedures' approval has not been delegated by Council to the Administrator
- preparing and recommending for Council approval, descriptions of the powers, duties and functions of all employees of the First Nation
- hiring the employees of the First Nation, as the Administrator considers necessary and within Council approved budget, and to set the terms and conditions of their employment
- overseeing, supervising and directing the activities of all Officers and employees of the First Nation
- overseeing and administering the contracts of the First Nation
- identifying, assessing, monitoring and reporting on financial reporting risks and fraud risks
- monitoring and reporting on the effectiveness of mitigating controls for financial reporting and fraud risks
- other duties as required by Council that are not contrary to the *First Nations Fiscal Management Act* ("the *FMA*") or inconsistent with the Administrator's duties under the First Nation's Financial Administration Law
- reporting directly to Council

#### The Chief Financial Officer is responsible for:

- the day to day management of the First Nation's financial administration system

- other duties as required by the Administrator that are not contrary to the *FMA* or inconsistent with the Director of Finance’s duties under the First Nation’s Financial Administration Law
- reporting directly to the Administrator
- administering and supervising the maintenance of the records of all receipts and expenditures of the First Nation
- preparing any documentation and financial information required by Council or the FAC to carry out their responsibilities
- any other duties as set out in the Financial Administration Law

**If applicable, the Tax Administrator is responsible for:**

- the day to day management of the First Nation’s local revenues system
- other duties as required by the Administrator that are not contrary to the *FMA* or the First Nation’s local revenue laws or inconsistent with the tax administrator’s duties under the First Nation’s Financial Administration Law
- reporting directly to the Administrator

## **ADMINISTRATIVE PROCEDURES**

### **Procedures**

#### **7.1 Appointment**

Council will approve, prior to posting a job, the specific qualifications required for each position.

Council will determine the selection process for all Officer positions identified by this policy. At minimum the Council will create an Officer selection committee. The Officer selection committee will develop criteria for a selection process that will evaluate the qualifications, experience, and any other interview standards deemed appropriate for each candidate.

Initial screening will occur to assess each applicant’s ability to meet the minimum stated standards. Applications of qualified candidates received for a posting will be forwarded to the selection committee to further screen the applications to select individuals to be interviewed for the position. The interview process will be consistent for all applicants.

The Officer selection committee will then evaluate each candidate against the established criteria and recommend a candidate for the position to Council.

### **References and Related Authorities**

FMB’s Financial Management System Standards

- Standard 12.0 – First Nations Officers and Employees

FMB’s Financial Administration Law Standards

- Standard 11.0 – First Nations Officers and Employees

## 8. EXTERNAL AUDIT

### POLICY

#### Policy Statement

It is Council's policy to establish a process around the appointment, management and termination of a qualified and licensed external auditor to render an audit opinion on the annual financial statements (and special purpose reports, where applicable) of the First Nation in accordance with GAAP.

#### Purpose

The purpose of this policy is to provide guidance on the appointment of an external auditor and the management of the annual audit process within the First Nation.

#### Scope

This policy applies to Council, the Finance and Audit Committee, Officers and employees providing services within the financial administration system.

#### Responsibilities

##### Council is responsible for:

- appointing (re-appointing) an auditor meeting the specified eligibility requirements and documenting the appointment by Council Resolution
- making sure the engagement letter requires the auditor to confirm that the financial statements and the audit comply with the First Nations Financial Management Board's standards, any relevant funding agreement requirements, and applicable laws
- confirming that the auditor has carried out the audit as required by the Financial Administration Law and the engagement letter
- reviewing and approving the audited annual financial statements within 120 days after fiscal year end, and ensuring they are signed by those required in the Financial Administration Law – at minimum the Chief or Council chairperson, chairperson of the Finance and Audit Committee and the Director of Finance
- making sure First Nation members have access to the audited financial statements and special purpose reports after they have been approved and signed as required in the Financial Administration Law

##### The Finance and Audit Committee is responsible for:

- overseeing the external audit and advising Council as required
- making recommendations to Council on the selection, engagement and performance of an auditor
- receiving assurances on the independence of a proposed or appointed auditor

- approving the terms and conditions of the auditor appointment as set out in the engagement letter and making sure it includes the auditor's obligation to confirm that the annual financial statements and the audit of them comply with the Financial Administration Law, the *FMA* and the First Nations Financial Management Board's Standards and any relevant funding agreements
- reviewing the draft annual financial statement from the Chief Financial Officer and presenting the statements to Council within one-hundred twenty days following the end of the fiscal year for which they were prepared
- reviewing and making recommendations to Council on the planning, conduct and results of audit activities
- reviewing and making recommendations to the Council on the audited annual financial statements, including the audited local revenue account financial statements if applicable and any special purpose reports

**The Administrator is responsible for:**

- directing and facilitating any notices regarding meetings on the annual audit or audited financial statements

**The Chief Financial Officer is responsible for:**

- overseeing, supervising, directing and facilitating requests for any information required by the auditor to carry out its audit responsibilities
- providing auditor with copy of the First Nation's Financial Administration Law and FMB's Local Revenue Financial Reporting Standards, if the First Nation is collecting property taxes and the auditor is auditing the First Nation's local revenues financial report
- preparing and providing to the Finance and Audit Committee within ninety days of the fiscal year end the annual financial statements and special purpose reports for the fiscal year in accordance with Canadian GAAP and any funding agreements
- making sure the accounts are properly updated to reflect audit adjustments, the account balances are reconciled to the audit statements and schedules, and a proper year end closing of the accounts is completed
- providing feedback on the auditor's performance to the Administrator

## **ADMINISTRATIVE PROCEDURES**

### **Procedures**

#### **8.1 Auditor Selection, Engagement and Performance**

The Finance and Audit Committee will recommend the engagement of the selected auditor and the engagement letter to Council for approval.

Council will review the engagement letter with the auditor selected to make sure it contains the content required by the Financial Administration Law including the following:

- requirement for audit to be completed in compliance with Canadian Generally Accepted Auditing Standards

- audit objective and scope
- auditor responsibilities
- First Nation's management responsibilities
- expected form and content of any reports issued by auditor including circumstances when a report may be different from these requirements
- requirement for auditor to communicate in writing to Council matters that come to auditor's attention during audit involving:
  - identified or suspected non-compliance with relevant laws (other than insignificant non-compliance matters)
  - significant internal control deficiencies

Council will proceed to sign the engagement letter in accordance with the First Nation's Authorization and Delegation Table and make sure it is delivered to the auditor.

On a periodic basis, the Finance and Audit Committee will review and make recommendations to Council on the engagement of the external auditor and recommend to Council for approval on whether an RFP should be initiated for the appointment of a new auditor.

## **8.2 Auditor Independence**

The Finance and Audit Committee will make sure that the First Nation has received a letter from the auditor, before the annual audit is finalized, in which the auditor confirms their continued independence.

## **8.3 Audit Planning**

The Chief Financial Officer will meet with the auditor before commencement of the annual audit to review the proposed audit plan, to make any requests or to provide any feedback that the auditor should consider when finalizing the plan and conducting the audit.

The Chief Financial Officer will submit the finalized audit plan to the Finance and Audit Committee for review.

The Finance and Audit Committee will submit the finalized audit plan along with any recommendations to Council for approval.

## **8.4 Audit Preparations**

The Chief Financial Officer will keep the auditor informed and discuss in advance of the audit of any significant accounting issues, developments or changes for the First Nation that could have an impact on the audit and the audit report.

Prior to fiscal year end, the Chief Financial Officer will oversee staff concerning fiscal year end procedures to make sure of the accuracy and completeness of the First Nation's financial statements and disclosures.

Staff, under the direction of the Director of Finance, will prepare necessary schedules and working papers. This will include preparation of accounts receivable and accounts payable

confirmation letters, financial institution account confirmations, and account balance reconciliations.

The Finance and Audit Committee will be informed of any issues that could affect the audit (e.g. where the auditor believes a change in the terms of the engagement may be needed).

## **8.5 Audited Annual Financial Statements**

The Finance and Audit Committee will receive and review the draft audited annual financial statements, including any special purpose reports and the local revenue account financial statements if applicable.

The Finance and Audit Committee will satisfy itself that:

- the audit has been completed according to the plan
- the financial statements are fairly presented according to Canadian GAAP
- the auditors have provided an opinion on the financial statements and an opinion over any special purpose reports as required by the First Nation's Financial Administration Law
- there are no significant unresolved issues

The Finance and Audit Committee will meet with the auditor to review the draft audited financial statements. The committee may meet with the auditor 'in camera' (without the First Nation's management team) for a part of the meeting.

When satisfied with its review of the draft audited financial statements and the resolution of any audit issues, the Finance and Audit Committee will recommend the draft audited financial statements to Council for approval.

Before publishing the audited financial statements, the following approvals are required:

- approval of Council through a Council Resolution
- approval by signature from Chief or Council chairperson, chairperson of the Finance and Audit Committee and the Director of Finance

## **8.6 Auditor Dismissal**

Council may remove the auditor before the expiration of the term on the recommendation of the Finance and Audit Committee by passing a Council Resolution, or may choose not to re-appoint the auditor for a further term.

If Council removes or does not re-appoint the auditor, the auditor selection process will be initiated in accordance with this policy and procedure.

## **References and Related Authorities**

FMB's Financial Management System Standards

- Standard 22.0 – Audits

FMB's Financial Administration Law Standards

- Standard 10.0 – Finance and Audit Committee
- Standard 21.0 – Audits

## **9. REPORTING OF COMPENSATION, BENEFITS AND CONTRACTS**

### **POLICY**

#### **Policy Statement**

It is Council's policy and a requirement of the First Nation's Financial Administration Law to establish a process around the annual disclosure for each Council member the remuneration paid, and expenses reimbursed by the First Nation, and by any entity that is consolidated by the First Nation, whether such amounts are paid to the Council member while acting on Council or in any other capacity.

#### **Purpose**

The purpose of this policy is to establish accountability, transparency and full disclosure for each Council member's remuneration and expenses paid by the First Nation and by its consolidated entities.

#### **Scope**

This policy applies to Council. This policy and procedure does not apply to remuneration or expenses received:

- in common by all First Nation members
- under a program or service universally accessible to First Nation members on published terms and conditions
- from a trust agreement, according to the terms of the trust

#### **Responsibilities**

##### **Council is responsible for:**

- making sure that each Council member annually reports to the Chief Financial Officer all remuneration paid and all expenses reimbursed by the First Nation and by any entity consolidated into the First Nation's annual audited financial statements

##### **The Chief Financial Officer is responsible for:**

- preparing an annual report separately listing the remuneration paid and expenses reimbursed by the First Nation, and by any entity, to each Council member whether such amounts are paid to them while acting on Council, or in any other capacity
- including the Schedule of Remuneration and Expenses as a special purpose report in the First Nation's financial statements
- making the Schedule of Remuneration and Expenses report available on the First Nation website or location to which membership has access



# **ADMINISTRATIVE PROCEDURES**

## **Procedures**

The Chief Financial Officer or a designate will use amounts from the general ledger to complete the special purpose report.

The special purpose report must include any Council member that left prior to the end of the fiscal year.

If a Council member worked in another capacity for the First Nation during part of a fiscal year that is being disclosed, the remuneration earned and any other expenses paid in the other position must be included. To be clear, a footnote will be included in the special purpose report to explain which amounts relate to the respective roles.

The Chief Financial Officer will hire the First Nation's independent auditor to issue an audit or a review engagement report on the special purpose report in accordance with the terms of the engagement.

The Chief Financial Officer will submit the special purpose report along with the draft unsigned audit or review engagement report from the First Nation's auditor to the Finance and Audit Committee for review and recommendation for approval to Council.

Once the special purpose report is approved by Council, the Chief Financial Officer will arrange for it to be included in the annual report. The special purpose report will be formatted so it can be published electronically.

The Chief Financial Officer will retain and safeguard the records of each Councillor according to the requirements for information management set out in the policies and procedures of the First Nation.

## **References and Related Authorities**

FMB's Financial Management System Standards

- Standard 10.0 – Reporting of Remuneration and Expenses

FMB's Financial Administration Law Standards

- Standard 9.0 – Reporting of Remuneration and Expenses
- Standard 20.0 – Financial Reporting

# 10. WHISTLEBLOWER POLICY

## POLICY

### Policy Statement

It is Council's policy to establish a process around the reporting and investigation of misconduct while protecting the identity of individuals who report misconduct to the extent possible.

### Purpose

The purpose of this policy is to make sure there is a procedure to report, investigate, and act on allegations of wrongdoing within the financial management system and to provide protection to persons who come forward with these reports in good faith.

### Scope

This policy applies to Council, Officers, employees, contractors, agents and members of the First Nation.

### Responsibilities

#### Council is responsible for:

- making sure that this policy is communicated to all affected and interested persons
- investigating reported misconduct Finance and Audit Committee members
- making sure that the identity of the person who makes a report of misconduct in good faith is kept confidential to the extent possible in all circumstances and not subject to negative actions for making the report
- approving policies and procedures required in the Financial Administration Law on such matters
- supporting and fostering an open and ethical environment

#### The Finance and Audit Committee is responsible for:

- reviewing any reports provided to it on inquiries into the circumstances of the reported misconduct; conducting any further inquiry it considers necessary; and providing a report to Council, along with any recommendations
- taking all reasonable steps to make sure that the identity of the person who makes a report of misconduct is kept confidential to the extent possible in all circumstances
- taking necessary steps to make sure that persons who have reported instances of wrongdoing remain protected against any negative actions including but not limited to discrimination, threats, harassment or loss of employment or employment opportunities
- supporting and fostering an open and ethical environment

### **The Chair of the Finance and Audit Committee is responsible for:**

- taking all reasonable steps to make sure that the identity of the person who makes a report of misconduct is kept confidential to the extent possible in all circumstances
- taking necessary steps to make sure that persons who have reported instances of wrongdoing remain protected against any negative actions including but not limited to discrimination, threats, harassment or loss of employment or employment opportunities
- reporting to Council any potential or real breaches of policy and/or negative actions against the whistleblower

### **The Administrator is responsible for:**

- communicating the Whistleblower Policy to all affected and interested persons
- providing a confidential reporting procedure(s) to report violations
- receiving reports of misconduct, making an appropriate and timely inquiry into the matter and reporting to the Finance and Audit Committee as soon as possible
- taking all reasonable steps to make sure that the identity of the person who makes a report of misconduct is kept confidential to the extent possible in all circumstances
- taking necessary steps to make sure that persons who have reported instances of wrongdoing remain protected against any negative actions including but not limited to discrimination, threats, harassment or loss of employment or employment opportunities
- reporting to Council any potential or real breaches of policy or negative actions against the whistleblower
- securing related records
- fostering and supporting an open and ethical environment

## **ADMINISTRATIVE PROCEDURES**

### **Procedures**

#### **10.1 Fostering an Open and Ethical Working Environment**

The identity of any person who raises a concern of wrongdoing will remain confidential to the extent possible.

A person reporting a breach in good faith will receive fair and unbiased treatment throughout the investigative process. Council will make sure that the person is protected from any discrimination, threats, retaliation or harassment.

A person against whom a report has been made will receive fair and unbiased treatment. Where a preliminary inquiry into a report indicates a possible finding of misconduct, the person against whom the report has been made will be given an appropriate opportunity to answer the allegation in a manner consistent with the other provisions of this policy.

On an annual basis, the Finance and Audit Committee will provide Council with a report on the effectiveness of this policy and the Code of Conduct policy.

## 10.2 Reporting Wrongdoing

Council has established the following procedures to receive, retain, investigate and act on complaints and concerns of Council members, Officers, employees, contractors and agents of the First Nation regarding instances of misconduct or wrongdoing.

The Administrator will make sure that the procedures described above will be included in contracts and the appointment of agents and committee members.

The Administrator and the Chair of the Finance and Audit Committee will receive and inquire into reports of misconduct or wrongdoing.

The Administrator and the Chair of the Finance and Audit Committee will report their respective findings of an inquiry into a report of misconduct or wrongdoing that they receive.

The Finance and Audit Committee will inquire, if necessary, further into any findings reported.

Any report received by a Council member, Officer, employee, contractor or agent from any source inside or outside the First Nation will be immediately forwarded to the Finance and Audit Committee chairperson.

First Nation Officers, employees, contractors and agents will forward their reports to the Administrator or the Finance and Audit Committee chairperson.

Instances of wrongdoing will be reported directly to the Finance and Audit Committee chairperson in the following ways:

- anonymously in writing to the attention of the Finance and Audit Committee chairperson: [Name, Street, City, Postal Code]
- via email: [financeandauditcommittee@firstnation.ca]
- via telephone to the Finance and Audit Committee chairperson at [1-888-XXX-XXXX]

Instances of wrongdoing can be reported directly to the Administrator in the following ways:

- anonymously in writing to the attention of the Administrator : [Name, Street, City, Postal Code]
- via email: [Administrator@firstnation.ca]
- via telephone to the Administrator at [1-888-XXX-XXXX]

## 10.3 Inquiry

Promptly upon receipt of a report, the Administrator and the Finance and Audit Committee chairperson will:

- if not anonymous, confirm in writing to the whistleblower that the report has been received
- make sure that the identity of the person(s) making the report is kept confidential to the extent possible and that individuals who report in good faith are protected from negative actions
- include the report in a confidential memo including the following:

- the nature of the report (including specific allegations made and the names of the persons involved)
- the date of receipt of the report
- the current status of any inquiry
- the report made to the Finance and Audit Committee
- any final resolution of the reported wrongdoing
- decide on the appropriate action to be taken when conducting the inquiry and start the inquiry as soon as possible. The inquiry should seek to confirm or deny the allegations presented
- when the alleged incident is of significant risk to the operations, reputation, etc. of the First Nation, related to potential criminal acts by individuals, or of high financial value to the First Nation, the Administrator or the Finance and Audit Committee chairperson may retain external expertise to conduct the inquiry
- within a period of eight weeks from the moment the report has been received, inform the whistleblower, if not anonymous, of the status of the inquiry and steps that have been taken or will be taken following the results of the inquiry
- report on the progress of current inquiries at each Finance and Audit Committee meeting
- upon completion of the inquiry, report to the Finance and Audit Committee on the conduct of the inquiry and the result of the inquiry and recommended actions to Council for review and approval
  - the Finance and Audit Committee will actively monitor inquiries to make sure they are conducted in accordance with this policy
  - if the reported wrongdoing concerns a Finance and Audit Committee member, Council will inquire into the matter or retain external expertise to conduct the inquiry

## 10.4 Response and Remedial Actions

After considering the final report of an inquiry, the Finance and Audit Committee will make a recommendation to Council which will make a decision to resolve the issue as soon as possible.

Recommended actions will correspond with the severity of the wrongdoing and can include reprimands, leave without pay, termination, revocation of appointment or other actions as determined by Council and subject to the provisions of the relevant policy.

Police will be contacted if activities of a criminal nature are identified.

Recovery of First Nation funds as a result of the wrongdoing as described in the Financial Administration Law will be tracked and collected from the responsible individual(s).

## References and Related Authorities

The FMB's Financial Management System Standards

- Standard 28.0 – Financial Misconduct

The FMB's Financial Administration Law Standards

- Standard 32.0 – Financial Misconduct

# APPENDIX A – AVOIDING AND MITIGATING CONFLICTS OF INTEREST

## PART I - Interpretation

### Interpretation

1.(1) In this Appendix:

“spouse” means, in relation to an individual, a person to whom the individual is married or with whom the individual has lived as a common law partner for at least one (1) year in a marriage-like relationship; and

“the FAL” means the Financial Administration Law.

(2) Except as otherwise expressly provided in this Appendix, words and expressions used in this Appendix have the same meanings as in the FAL and this Policy.

### Definition of Conflict of Interest

2.(1) In this Appendix, an individual has a “conflict of interest” when the individual exercises a power or performs a duty or function and at the same time knows or ought reasonably to have known that in the exercise of the power or performance of the duty or function there is an opportunity to benefit the individual’s private interests.

(2) In this Appendix, an individual has an “apparent conflict of interest” if a reasonably well-informed person would perceive that the individual’s ability to exercise a power or perform a duty or function of their office or position must be affected by the individual’s private interests.

(3) In this Appendix, an individual’s “private interests” means the individual’s personal and business interests and include the personal and business interests of

(a) the individual’s spouse,

(b) a person under the age of eighteen (18) years in respect of whom the individual or the individual’s spouse is a parent or acting in a parental capacity,

(c) a person in respect of whom the individual or the individual’s spouse is acting as guardian,

(d) a person, other than an employee, who is financially dependent upon the individual or the individual’s spouse or on whom the individual is financially dependent, and

(e) an entity in which the individual or the individual in combination with any other person described in this subsection has a controlling interest.

(4) Despite subsections (1) and (2), an individual’s private interests do not give rise to a conflict of interest if those interests

- (a) are the same as those of a broad class of members of the First Nation of which the individual is a member; or
- (b) are so remote or insignificant that they could not be reasonably regarded as likely to influence the individual in the exercise of a power or performance of a duty or function.

## **PART II - Councillors and Committee Members**

### **Application**

3. Part II applies to all Councillors of the First Nation and, where applicable, to all members of Council committees.

### **General Obligations**

4.(1) Councillors must avoid circumstances that could result in the Councillor having a conflict of interest or an apparent conflict of interest.

(2) Councillors must avoid placing themselves in circumstances where their ability to exercise a power or perform a duty or function could be influenced by the interests of any person to whom they owe a private obligation or who expects to receive some benefit or preferential treatment from them.

### **Disclosure of Interests**

5.(1) "Real property" includes an interest in a reserve held under

- (a) a certificate of possession under the *Indian Act*, or
- (b) the First Nation's traditional land holding system pursuant to a Council resolution.

(2) A Councillor must file a written disclosure of the following information with the Administrator :

- (c) the names of the Councillor's spouse and any persons or entities referred to in subsection 2(3);
- (d) the employer of the Councillor and the Councillor's spouse;
- (e) real property owned by the Councillor or the Councillor's spouse; and
- (f) business interests and material investments of the Councillor or the Councillor's spouse, including in an entity referred to in paragraph 2(3)(e).

(3) A Councillor must file a written disclosure under subsection (2) on the following occasions:

- (a) within thirty (30) days of being elected to the Council;

(b) as soon as practicable after a material change in the information previously disclosed; and

(c) on April 15 of each year that the Councillor holds office.

(4) The Administrator must establish and maintain a register of all information disclosed by a Councillor under this section and section 6.

(5) On request of a member of the First Nation or any person engaged in any aspect of the financial administration of the First Nation, the Administrator must permit that member or person to view the register referred to in subsection (4).

### **Gifts and Benefits**

6.(1) A Councillor or a person referred to in paragraphs 2(3)(a) to (d) in relation to that Councillor must not accept a gift or benefit that might reasonably be seen to have been given to influence the Councillor in the exercise of the Councillor's powers or performance of the Councillor's duties or functions.

(2) Despite subsection (1), a gift or benefit may be accepted if the gift or benefit

(a) would be considered within

(i) normal protocol exchanges or social obligations associated with the Councillor's office,

(ii) normal exchanges common to business relationships, or

(iii) normal exchanges common at public cultural events of the First Nation;

(b) is of nominal value;

(c) is given by a close friend or relative as an element of that relationship; or

(d) is of a type which the policies or procedures of the First Nation have determined would be acceptable if offered by the First Nation to another person.

(3) Where a gift with a value greater than five hundred dollars (\$500) is given to a Councillor or a person referred to in subsection (1), the Councillor must make a written disclosure of the gift to the Administrator under section 5, and the gift must be treated as the property of the First Nation.

(4) Subsection (3) does not apply to a gift received during a public cultural event of the First Nation.

### **Confidential Information**

7.(1) Councillors must keep confidential all information that the Councillors receive while performing their duties or functions unless the information is generally available

(a) to members of the public; or



(b) to members of the First Nation.

(2) Councillors must only use confidential information referred to in subsection (1) for the specific purposes for which it was provided to the Councillors.

(3) Councillors must not make use of any information received in the course of exercising their powers or performing their duties or functions to benefit the Councillor's private interests or those of relatives, friends or associates.

### **Procedure for Addressing Conflict of Interest**

**8.(1)** As soon as a Councillor becomes aware of circumstances in which the Councillor has a conflict of interest, the Councillor must disclose the circumstances of the conflict of interest at the next Council meeting.

(2) A Councillor must leave any part of a Council meeting where the circumstances in which the Councillor has a conflict of interest are being discussed or voted on.

(3) The minutes of a Council meeting must record the Councillor's disclosure under subsection (1) and note the Councillor's absence from the Council meeting when the circumstances in which the Councillor has a conflict of interest were being discussed or voted on.

(4) A Councillor must not take part in any discussions or vote on any decision respecting the circumstances in which the Councillor has a conflict of interest.

(5) A Councillor must not influence or attempt to influence in any way before, during or after a Council meeting any discussion or vote on any decision respecting the circumstances in which the Councillor has a conflict of interest.

### **Procedure for Undisclosed Conflict of Interest**

**9.(1)** If a Councillor has reason to believe that another Councillor has a conflict of interest or an apparent conflict of interest in respect of a matter before the Council, the Councillor may request clarification of the circumstances at a Council meeting.

(2) If, as a result of a clarification discussion under subsection (1), a Councillor is alleged to have a conflict of interest or an apparent conflict of interest and the Councillor does not acknowledge the conflict of interest or apparent conflict of interest and take the actions required under section 8, the Council must determine whether the Councillor has a conflict of interest or an apparent conflict of interest before the Council considers the matter referred to in subsection (1).

(3) The minutes of the Council meeting must record any determination made by the Council under subsection (2).

(4) If the Council determines under subsection (2) that a Councillor has a conflict of interest or an apparent conflict of interest, the Councillor must comply with section 8.

## **Obligations of Committee Members**

**10.(1)** This section applies to all members of Council committees.

1a. Sections 4 and 6 to 9 apply to a member of a Council committee and all references in those sections to

(a) a Councillor are considered to be references to a member of a Council committee; and

(b) a Council meeting are considered to be references to a committee meeting.

## **PART III - Officers and Employees**

### **Application**

**11.** Part III applies to all officers and employees of the First Nation.

### **General Obligations**

**12.(1)** In the performance of their duties and functions, an officer or employee must act honestly and in good faith and in the best interests of the First Nation.

(2) An officer or employee must avoid circumstances that could result in the officer or employee having a conflict of interest or an apparent conflict of interest.

(3) An officer or employee must avoid placing themselves in circumstances where their ability to exercise a power or perform a duty or function of their office or position could be influenced by the interests of any person to whom they owe a private obligation or who expects to receive some benefit or preferential treatment from them.

(4) The Administrator must ensure that every officer and employee is informed of their obligations under this Appendix and must take steps to ensure that employees comply with these obligations.

### **Disclosure of Conflict of Interest**

**13.** If an officer or employee believes he or she has a conflict of interest, the officer or employee must

(a) disclose the circumstances in writing as soon as practicable to the Administrator or, in the case of the Administrator, to the chair of the Finance and Audit Committee; and

(b) refrain from participating in any discussions or decision-making respecting the circumstances of the conflict of interest until advised by the Administrator or the chair, as the case may be, on actions to be taken to avoid or mitigate the conflict of interest.

## Gifts or Benefits

14.(1) An officer or employee or a member of their family must not accept a gift or benefit that might reasonably be seen to have been given to influence the officer or employee in the exercise of their powers or performance of their duties or functions.

(2) Despite subsection (1), a gift or benefit may be accepted if the gift or benefit

(a) would be considered within

(i) normal exchanges common to business relationships, or

(ii) normal exchanges common at public cultural events of the First Nation;

(b) is of nominal value;

(c) is given by a close friend or relative as an element of that relationship; or

(d) is of a type that the policies or procedures of the First Nation have determined would be acceptable if offered by the First Nation to another person.

## Outside Employment and Business Interests

15.(1) If an officer or employee is permitted under their terms of employment to have outside employment or business interests, the officer or employee must disclose these employment or business interests in writing to the Administrator or, in the case of the Administrator, to the chair of the Finance and Audit Committee.

(2) An officer or employee must ensure that any permitted outside employment or business interests do not unduly interfere with the exercise of their powers or performance of their duties and functions and that these activities are conducted on their own time and with their own resources.

## Confidential Information

16.(1) An officer or employee must keep confidential all information that the officer or employee receives while exercising their powers or performing their duties or functions unless the information is generally available

(a) to members of the public; or

(b) to members of the First Nation.

(2) An officer or employee must only use any confidential information referred to in subsection (1) for the specific purposes for which it was provided to the officer or employee.

(3) An officer or employee must not make use of any information received in the course of exercising their powers or performing their duties or functions to benefit the officer or employee's private interests or those of relatives, friends or associates.

## **First Nation Property and Services**

17.(1) Officers and employees must not use any personal property or services of the First Nation for any purposes unrelated to performance of their duties or functions unless that use is otherwise acceptable under the policies or procedures of the First Nation.

(2) Officers and employees must not acquire any personal property of the First Nation unless it is done in accordance with policies or procedures of the First Nation.

## **PART IV - Contractors**

### **Application**

18.(1) Part IV applies to all contractors of the First Nation, other than a person who has an employment contract with the First Nation.

(2) In this Part, a reference to a contractor includes a reference to each employee or agent of the contractor who is engaged to perform duties or functions under the contract with the First Nation.

### **Contractor Acting as Officer or Employee**

19. If a contractor is retained to exercise the powers or perform the duties or functions of an officer or employee, the contractor must comply with Part III of this Appendix as if the contractor were an officer or employee of the First Nation.

### **General Obligations**

20.(1) A contractor must act at all times with integrity and honesty

(a) in its dealings with the First Nation; and

(b) in its dealing with any third party when the contractor is representing or acting on behalf of the First Nation.

(2) A contractor must not attempt to obtain preferential treatment from the First Nation by offering gifts or benefits that a Councillor, committee member, officer or employee is prohibited from accepting under this Appendix.

(3) A contractor must ensure that every employee or agent of the contractor who is engaged to perform duties or functions under the contract with the First Nation is informed of their obligations under this Part and must take steps to ensure that these employees or agents comply with these obligations.

### **Confidential Information**

21.(1) A contractor must keep confidential all information that the contractor receives in the course of performing their duties or functions unless the information is generally available to members of the public.

(2) A contractor must only use any confidential information referred to in subsection (1) for the specific purposes for which it was provided to the contractor.

(3) A contractor must not make use of any information received in the course of performing its duties or functions to benefit the contractor's interests or those of the contractor's relatives, friends or associates.

### **Business Opportunities**

**22.** A contractor must not take advantage of a business or investment opportunity being considered by the First Nation and which the contractor becomes aware of while performing services for the First Nation unless the First Nation has determined not to pursue the opportunity.

### **First Nation Property and Services**

**23.** If a contractor has been provided the use of any property or services of the First Nation in order to perform services for the First Nation, the contractor must not use the property or services for any purposes unrelated to performance of those services.