



MÉTIS NATION
BRITISH COLUMBIA

BOARD POLICY MANUAL



TABLE OF CONTENTS

Definitions	2
Policy A-0 Strategic Direction.	4
Policy B-0 Structure, Role, and Responsibilities of the Board	5
Policy B-1 Board Member Attributes	7
Policy B-2 Code of Conduct	8
Policy B-3 Code of Conduct Violations and Sanctions	10
Policy B-4 Suspended or Incapacitated Board Members.	12
Policy B-5 Conflict of Interest.	13
Policy B-6 Oath of Allegiance, Confidentiality, and Conduct.	16
Policy B-7 Role and Authority of the President	18
Policy B-8 Role and Authority of the Vice-President	19
Policy B-9 Roles and Responsibilities of the Secretary and the Treasurer	20
Policy B-10 Roles and Responsibilities of Regional Directors	21
Policy B-11 Roles and Responsibilities of Ministers.	22
Policy C-0 Nation Communications.	23
Policy C-1 Speaking on Behalf of the Nation.	24
Policy D-0 Board Meetings	25
Policy D-1 In-Camera Meetings.	28
Policy D-2 Board Committees	30
Policy D-3 Executive Committee Authority.	32
Policy E-0 Board Assessment.	33
Policy E-1 Board Orientation	34
Policy F-0 Policy Development, Currency, and Implementation	35
Policy G-0 CEO Roles and Responsibilities.	37
Policy G-1 Delegation of Authority	39
Policy G-2 CEO Compensation Principles	41
Policy G-3 CEO Performance Review.	42
Policy H-0 Public Relations	43
Policy H-1 Social Media and Networking.	44

DEFINITIONS

In this Board Policy Manual:

- “Action Item” means an item identified in a Board Meeting that requires action, either by staff and/or Board Members, progress of which is to be reported to the Board of Directors;
- “AGM” means the Annual General Meeting of the Métis Nation British Columbia;
- “Board Committee” means a committee created by the Board of Directors under the guidelines in Policy 142 of this Manual;
- “Board Meeting” means a meeting of the majority of the Board of Directors;
- “Board Member” or “Director” is an individual that is elected or appointed to a position on the MNBC Board of Directors;
- “Board of Directors” or “Board” refers to the President of the MNBC, Vice President, seven (7) Regional Directors, the Chairperson of the Métis Youth of British Columbia, and the Chairperson of the Métis Women of British Columbia, as a whole;
- “CEO” means the Chief Executive Officer of MNBC, an employee authorized by the Board of Directors to oversee the day-to-day operations of MNBC;
- “Chair” means the person serving as the presiding officer of a Board Meeting;
- “Chartered Community” or “Community” means a Métis community that has formally affiliated themselves with MNBC, pursuant to the legislated requirements in the Constitution;
- “Citizen” means a Métis person who has, through application to the Central Registry of MNBC, has been granted citizenship in MNBC;
- “Constitution” means the MNBC Constitution, originally ratified in September 2003;
- “Employee” is a person currently under an employment contract with MNBC;
- “Executive Committee” is a standing MNBC Board of Directors committee, as defined in Policy 143 of this Manual;
- “Legislation” refers to any act or statute that governs MNBC, that has been ratified pursuant to the Constitution;
- “Manual” refers to this Board Policy Manual;
- “Minister” means the Board Member who, through direction by the Board of Directors, is the Director responsible for a specific Ministry of MNBC;

- “Ministerial Portfolio” means the specific MNBC Ministry or department that is the responsibility of the respective Minister;
- “Ministry” means the department of MNBC that is responsible for policy and/or service delivery for a specific topic;
- “MNBC” means the Métis Nation of British Columbia, the Indigenous Governing Body for Métis in British Columbia;
- “MNGA” means the Métis Nation Governing Assembly;
- “Motion” means a written directive that has been approved by a vote of the Board of Directors;
- “Nation” means the Métis in British Columbia, governed through MNBC;
- “Provincial Election” means an election for positions in the MNBC Board of Directors, pursuant to the MNBC Electoral Act;
- “Regional Governance Council” is a governing body of MNBC, pursuant to Article 60 of the Constitution;
- “Roberts Rules of Order” is the current edition of the parliamentary authority of the same name;
- “Senate” means the MNBC Senate, the judicial arm of the Métis Nation British Columbia;
- “Senior Director” means a MNBC Employee that has been assigned management of a Ministry;
- “Solicitor of MNBC” means external or internal legal counsel retained by the MNBC;
- “Terms of Reference” refers to the definition, composition, and scope of interest of a Board Committee.

POLICY A-0 STRATEGIC DIRECTION

The Board will develop, approve and keep current strategic directions for the Nation. A strategic plan for the MNBC will address a three-year, or longer, time frame and be updated annually.

The strategic plan will identify, as a minimum:

- The mission of the Nation.
- A vision for the Nation.
- The governance model for the Nation.
- Values and beliefs that will guide decision making within the MNBC.
- Strategic directions for the MNBC.
- Specific goals or objectives and/or strategic initiatives that will enable the MNBC to meet established strategic directions.
- Performance criteria/measures that will enable the MNBC to determine objectively whether strategic directions have been achieved.

Procedures

1. The Board of Directors, with the CEO, will be responsible for the development, revision, and approval of the strategic plan.

All Directors, Employees, and any contractors engaged by the MNBC will be informed of, and be expected to be knowledgeable regarding, the expectations detailed in the strategic plan and their specific roles in supporting successful achievement of the strategic plan goals.

Progress updates on the strategic plan will be provided to the Board by the CEO quarterly.

The plan will be reviewed and updated as needed, but at least once per year, at Board Meetings.

Progress toward strategic plan goals will be communicated to the Nation at least annually at the MNBC AGM.

POLICY B-0 STRUCTURE, ROLE, AND RESPONSIBILITIES OF THE BOARD

The MNBC is governed by an elected Board. The Board consists of the President of the MNBC, Vice President, seven (7) Regional Directors, the Chairperson of the Métis Youth of British Columbia, and the Chairperson of the Métis Women of British Columbia.

The seven Regions represented on the Board include:

Region 1:	Vancouver Island	Region 5:	North Central
Region 2:	Lower Mainland	Region 6:	Northwest
Region 3:	Thompson-Okanagan	Region 7:	Northeast
Region 4:	Kootenay		

The Board derives its authority from the Constitution. The Board is authorized, by the Citizens, to oversee the affairs of the Nation and is accountable to the Citizens of MNBC for the success of the Nation in carrying out its mission.

The mandate of the Board is to govern the Nation by setting direction and policy, providing leadership, and advocating on behalf of Citizens. The Board governs as a collective, and the opinion of each Board Member is equally valid, expressed in the equality of each Board Member having one vote.¹ All decisions are made by Motions, resolutions, or action plans at a duly convened meeting of the Board or a Board Committee. The Board speaks with one voice.

The Board acknowledges that its role is a governance role as opposed to an operational role. The Board recognizes the CEO as being the individual responsible for carrying out all operational and administrative matters and for implementing the directions of the Board articulated in policy and Board Motions. No single member of the Board of Directors may direct MNBC Employees.

Role of the Board of Directors:

- A. Is responsible for establishing and communicating the mission of the MNBC.
- B. Is responsible for setting long-term and short-term goals of the MNBC.
- C. Provides direction and implements policy consistent with the Constitution and Legislation for the governance of the Nation.
- D. Is ultimately responsible, through the Board's oversight of the CEO, for the development, implementation, and monitoring of MNBC policies and MNBC programs and services.
- E. Reviews and approves policies for the Nation and Ministries.
- F. Monitors Federal, Provincial, First Nations, and local municipal government legislation and advises those entities, through designated spokespersons, of the impact of proposed policy.
- G. Develops and promotes community awareness regarding the purpose of the MNBC.

¹ *Roberts Rules of Order*, page 1, page 249

- H. Contributes to issue clarification and resolution.
- I. Plans for, and ensures the conduct of, the AGM of the MNBC.
- J. Consults with Citizens on future plans of the MNBC, and the programs and services offered by the MNBC, where appropriate.
- K. Reports to the citizenship on future plans, as well as the programs and services offered by the MNBC. Such communication will occur at the AGM, the MNGA, and through websites, newsletters, and other means of regular and timely information sharing.
- L. Ratifies Ministerial appointments of MNBC.
- M. Responsible for the continuity of the management and administration of the MNBC.
- N. Approves of the hiring, conditions of employment, and termination of the CEO.
- O. Defines, in writing, the responsibilities assigned, and the authorities delegated to, the CEO.
- P. Evaluates the performance of, and establishes compensation for, the CEO.

Responsibilities of Directors

The *Constitution* recognizes that Directors have a fiduciary relationship and duty to all Citizens and that a demonstrated breach of that relationship and duty will result in being disqualified as a Director.

A Director must:

- A. Adheres to the Code of Conduct established by the MNBC, delineated in Policy 122 of this Manual.
- B. Provides notification in advance if unable to attend a Board or Committee Meeting.
- C. Reviews all minutes, reports, and prepared meeting materials that are provided in advance of meetings to fully inform themselves, identify errors, omissions, and actions that require follow-up.
- D. Prepares written reports, Motions, policies, etc., when required.
- E. Fulfills the responsibilities of a Ministerial Portfolio and Board Committee Member.

Procedures

1. Organization charts and Ministerial Portfolios will be kept current.

POLICY B-1 BOARD MEMBER ATTRIBUTES

All candidates for the Board of Directors should possess the following attributes:

- A. A commitment to the mission of the MNBC.
- B. Capacity and willingness to serve as an advocate for Citizens.
- C. A commitment to work as a team with fellow Board Members.
- D. A commitment to attend and participate fully in Board Meetings and Annual General Meetings.
- E. A willingness to serve on one or more Board Committees and attend Committee Meetings.
- F. A commitment to attend Board Orientation, Strategic Planning and other workshops/training programs necessary for Board development, as determined by the Board.
- G. Capability and willingness to hold a Portfolio, and
- H. Execute their responsibilities to a high ethical standard and in the best interests of the Nation.

Candidates for the Board of Directors should have knowledge and skills in areas of Board governance, policy, finance, programs, human resources, public relations, and digital literacy and competency.

POLICY B-2 CODE OF CONDUCT

The MNBC expects that Directors, Senators, and Employees will conduct themselves in a manner that exemplifies their status as leaders and role models for Citizens.

The MNBC expects strict observance of this *Code of Conduct*. It is the expectation of the Board of Directors that every individual will adhere to the highest ethical standards in their dealings with all those involved in leadership, Chartered Communities, and Citizens.

The *Code of Conduct* describes acceptable behaviours, promotes high standards of practice, and provides a framework for professional conduct and responsibilities.

In carrying out any role in the Nation, it is expected that Board Members will commit to the following

A. Integrity:

- Base decisions on putting Citizens and those individuals who are involved with various programs offered by, or accessible through or from the Nation, first and make all decisions based on available facts and informed judgment.
- Act with the highest standards of professional integrity and in a manner that inspires public confidence in the MNBC.
- Promote and uphold the reputation of the MNBC.
- Be honest, conscientious, prompt, courteous and focused in fulfilling responsibilities.
- Carry out responsibilities in accordance with the Constitution, Legislation, other relevant statutes, and Board policy.

B. Respect:

- Ensure the needs and interests of Citizens are primary.
- Be respectful, encouraging, and constructive.
- Build and maintain relationships where all can listen, learn, and collaborate.
- Communicate openly and, wherever possible, resolve conflicts amicably and through collaborative processes.
- Respect the differing points of view of colleagues, employees and the public, to enhance confidence and build capacity in the work of the Nation.
- Dress in a manner that is consistent with the professional image the MNBC desires to promote, keeping in mind the individual's duty to represent MNBC positively.

C. Confidentiality:

- Maintain the strictest confidentiality of privileged information; including information discussed at in-camera

sessions and in other meetings and circumstances where confidentiality is expected.

- Take all reasonable precautions to prevent materials in their possession or control that may contain or refer to confidential information from being discovered, used or copied by third parties.

D. Responsibility:

- Recognize the responsibility in receiving and expending Nation funds.
- Publicly uphold and support the majority decisions of the Board.
- Devote time, thought, and study to the duties assigned and carefully review all materials in preparation for discussion at all Meetings.

E. Conflict of Interest:

- Immediately and voluntarily declare any real or perceived Conflict of Interest in accordance with Board policy, delineated in Policy 124.

F. Relationships:

- Work with colleagues in a spirit of respect, openness, courtesy, and cooperation in spite of differences of opinion that may arise during debate.
- Refrain from any negative commentary (public or private) about the CEO, Directors, Citizens, or Employees.

POLICY B-3 CODE OF CONDUCT VIOLATIONS AND SANCTIONS

The MNBC requires that Directors conduct themselves in compliance with the Code of Conduct. The failure by a Director to conduct themselves in compliance with the Code of Conduct may result in the Board of Directors instituting sanctions.

Procedures

1. An individual who believes that a Director has violated the Code of Conduct may seek resolution of the matter through appropriate conciliatory measures prior to initiating an official complaint. Conciliatory measures will normally include:
 - 1.1. The individual who believes a violation has occurred may engage in a personal, private, and confidential conversation with the Director who is the subject of the concern.
 - 1.2. If resolution is not achieved, the parties will engage the President and CEO to gain resolution. If the subject of the concern is the President, the matter shall be addressed by the Vice-President and CEO.
 - 1.3. The President, or at the President's option, the President and Vice-President, will attempt to resolve the matter to the satisfaction of the individual involved.
2. Notwithstanding any efforts to seek resolution, an individual may file a formal report of conduct concerning a Director whose alleged behavior is contrary to the *Code of Conduct* (the "Conduct Report").
 - 2.1. The filing, notification, content and nature of the complaint shall be treated as strictly confidential, and any public disclosure of the issue shall be automatically deemed to be a violation of the Code of Conduct.
 - 2.2. Upon receipt of a Conduct Report, the CEO shall present the information within four (4) days to the Executive Committee. If a member of the Executive Committee is the subject of a Conduct Report, that person shall be exempted from the Meeting at which the CEO shares the information.
 - 2.3. A Conduct Report received by the Executive Committee shall be provided to the Director who is the subject of the Conduct Report within five (5) days of receipt.
3. In the event the Director who is the subject of the Conduct Report is a member of the Executive Committee, they shall recuse themselves from participating as an Executive Committee member in the review of, or for a determination of the outcome of, the Conduct Report.
4. The Executive Committee may, upon review of the Conduct Report: dismiss the allegations contained in the Conduct Report; render a summary decision with respect to the allegations contained in the Conduct Report; or, if it is determined that the allegations in the Conduct Report warrant a hearing, shall set a hearing date.
 - 4.1 A hearing date shall be determined in consultation with the parties.
 - 4.2 Any changes to the hearing date shall be at the sole discretion of the Executive Committee.
5. In the event a hearing is deemed appropriate, the Director who is the subject of the Conduct Report, and the individual who had reported the inappropriate conduct of the Director (the "Parties to the Hearing") shall be invited to attend and present their positions, with evidence, to the Executive Committee. The Parties to the Hearing may be represented at the hearing by an advocate, which may include legal counsel.

6. After providing the Parties to the Hearing an opportunity to present their submissions and evidence the Executive Committee shall render a decision within seven (7) days of the date of the hearing. If the allegations contained in the Conduct Report are not substantiated, the matter shall be dismissed and no reference shall be made regarding the Conduct Report to the Board, nor will any documentation be placed in the Director's file.
 - 6.1. Public disclosure of the complaint and any resulting decision taken by the Executive Committee may be initiated by the President only at the direction of the Board, following the disposition of the complaint by the Board at a *Code of Conduct* hearing.
7. In the event the allegations contained in the Conduct Report are substantiated, the Executive Committee shall render a decision which may include the following:
 - 7.1. Disciplinary letter to remain on the offending Board Member's file with the MNBC;
 - 7.2. Removal or reduction of duties or functions relating to that Board Member's Ministry/Portfolio;
 - 7.3. Loss of Portfolio;
 - 7.4. Suspension with or without salary;
 - 7.5. Disqualification from being a Board Member pursuant to Article 23.8 of the *Constitution*; or
 - 7.6. Such other disciplinary action which may be deemed appropriate.
8. If the decision of the Executive Committee is 7.4 or 7.5 as listed above, this decision must be recommended to the Board of Directors, for ratification of the decision through a Board Motion, before it takes effect.
9. A decision of the Executive Committee resulting in the actions listed above in 7.1, 7.2, 7.3, or 7.6 may be appealed, in writing, to the Board. The Board's decision on this appeal is final and binding.
10. A decision of the Board of Directors resulting in the actions listed above in 7.4 or 7.5 may be appealed to the MNBC Senate. The Senate's decision on this appeal is final and binding.

POLICY B-4 SUSPENDED OR INCAPACITATED BOARD MEMBERS

In the event that a Board Member is suspended under the provisions in this Manual, or is unable to discharge their duties due to incapacitation or medical illness, the Board of Directors must be able to reassign duties and portfolios to ensure the business of the Nation continues with minimal interruption.

Procedures

If a Board Member is suspended:

- A. The Board Member is to surrender all MNBC owned equipment, access cards, keys, etc. immediately to the CEO.
- B. The Board Member is prohibited from representing, or purporting to represent, MNBC or the Board of Directors at any meetings or events for the duration of their suspension.
- C. The Board of Directors may reassign any MNBC Ministries, or, in the case of an Executive Member other than the MNBC President, their Executive Position, to any other Board Members, via a Board Motion.

If a Board Member is incapacitated, or medically unfit to discharge their duties as a Board Member:

- A. The Board of Directors may reassign any MNBC Ministries, or, in the case of an Executive Member other than the MNBC President, their Executive Position, to any other Board Members, via a Board Motion.

Restoration of any reassigned Ministries and/or the positions of Secretary and Treasurer is solely at the discretion of the Board of Directors.

POLICY B-5 CONFLICT OF INTEREST

The MNBC preserves public confidence and trust in the integrity of the Nation by ensuring that Directors, Senators, and Employees perform their duties in a manner that is free of conflict of interest.

Conflict of Interest exists where an individual uses their position to promote private or personal interests, either for themselves or others, resulting in interference with the objective exercise of their duties and/or personal gain or advantage.

Any Board Member is expected to provide their commitment to the interests of the MNBC and its Citizens without compromise.

Board Members are required to provide an annual Financial Disclosure Statement to MNBC. This disclosure statement will be kept on file with the Solicitor of MNBC.

Procedures

1. Any Board Member is expected to arrange their private affairs so that no possible conflict of interest or perception of conflict of interest exists.

A Board Member will never receive a personal advantage or benefit as a result of access to information that is obtained in the course of duty and that is not publicly available.

- 1.1. This does not prevent the Board Member from using information that is available to the public in the management of their personal and private affairs.

2. A Board Member is prohibited from:

- 2.1. Using MNBC property for any purposes other than those approved by the MNBC CEO.
- 2.2. Providing preferential treatment for family members or organizations in which they or their families hold interest, including any decisions regarding programs offered to MNBC Citizens.
- 2.3. Engaging in behaviours that may place them under obligation to persons or organizations seeking to gain privileged consideration for self-centred purposes.
- 2.4. Using their positions to obtain employment within the MNBC or access to services offered by the MNBC for family members.
- 2.5. Being influenced by the prospect of appointment or employment elsewhere in fulfilling the responsibilities of their positions.
- 2.6. Accepting fees, gifts, "in-kind" contributions,² or other tangibles offered which could be viewed as payment or reward for services rendered.

- 2.6.1. Gifts provided as a normal expression of courtesy, cultural protocol, or gifts within the customary standards that normally accompany a Board Member's position, would not typically create a sense of obligation and generally would not be considered a conflict of interest.

2 An in-kind contribution is a non-cash contribution of a good or service, that is either offered at no cost, or less than market cost.

- 2.6.2. All Board Members are required to disclose any gift or personal benefit that either:
- Exceeds \$250 in value; or
 - The total value of such gifts and benefits, received directly or indirectly from one source in any 12 month period, exceeds \$250 in value.
- 2.6.3. Gifts provided as a normal expression of courtesy, cultural protocol, or gifts within the customary standards that normally accompany a Board Member's position, would not typically create a sense of obligation and generally would not be considered a conflict of interest.
- 2.6.4. All Board Members are required to disclose any gift or personal benefit that either:
- Exceeds \$250 in value; or
 - The total value of such gifts and benefits, received directly or indirectly from one source in any 12 month period, exceeds \$250 in value.
- 2.6.5. If disclosure of gifts must include the following:
- The nature of the gift or benefit;
 - Its source, including, if it is from a corporation, the full names and addresses of at least two (2) individuals who are directors of the corporation;
 - When it was received; and
 - The circumstances under which it was given and accepted.
- 2.6.6. Gift disclosures will be sent to the MNBC CEO.
- 2.6.7. Any gift or personal benefit that exceeds \$500 will be considered a gift given to the MNBC, and is to be forfeited to MNBC when practicable.
- 2.6.8. The Board Member who initially accepted a gift under Section 2.6.7. does have the option to purchase the gift from MNBC for the disclosed value.

Upon recognizing the potential for conflict of interest, any Board Member is required to disclose the potential for conflict at the earliest opportunity using the MNBC's Conflict of Interest Disclosure form, and withdraw from situations or discussions that would place the member in conflict relative to the responsibilities of their role.

- 2.7. Withdrawal means that the Board Member involved will exit during discussions and subsequent voting or decision making.

3. Failure to disclose a Conflict of Interest

Where disclosure has not occurred and MNBC becomes aware of financial, commercial, personal, or business transactions that may constitute conflict of interest, the matter will be reported to the CEO for investigation. Full disclosure will be required immediately.

- 3.1. Board Members involved in alleged conflict of interest situations may request or be requested to take leave of

absence until the matter is resolved. The decision about whether this leave will be with or without remuneration rests with the Executive Committee.

- 3.2. The Executive Committee will investigate any conflict of interest situation brought forward immediately and, depending on the outcome of the investigation, will deal with it appropriately. Where a conflict of interest does arise between private interest and the MNBC responsibilities, the conflict will be resolved in favour of the MNBC.
- 3.3. The investigation may be conducted by the CEO, or the Executive Committee may appoint an external resource to provide this service.

Following the investigation, the Executive Committee will:

- 3.4. Be satisfied that the conflict of interest does not affect performance or service;
- 3.5. Instruct the Board Member to divest themselves of the financial investments;
- 3.6. Instruct the Board Member to transfer the financial interests to a blind trust;
- 3.7. Remove the Board Member from the responsibilities causing the conflict of interest;
- 3.8. Disqualify the individual from being a member pursuant to Article 23.8 of the *MNBC Constitution*; or
- 3.9. Accept the Board Member's resignation, in writing.

POLICY B-6 OATH OF ALLEGIANCE, CONFIDENTIALITY, AND CONDUCT

The MNBC's principles, values, and rights guide the Directors, Senators, and Employees in the manner in which they conduct business and represent the Nation.

At commencement of each term of office, Directors will be required to sign the MNBC's *Oath of Allegiance, Confidentiality and Conduct*. Failure to comply with this Oath may result in sanctions and/or disciplinary action up to and including suspension of duties.

The MNBC expects the following:

- A. Ensure the needs and interests of Citizens are primary.
- B. Achieve the Nation's goals within the overall framework of the MNBC's mission and vision, and in full compliance with the Constitution, pertinent Legislation, and MNBC policies.
- C. Promote and uphold the reputation of the MNBC, its reputation, governance, structure, programs, and services at all times.
- D. Demonstrate a commitment to operational effectiveness, efficiency, and fiscal responsibility.
- E. Preserve public confidence and trust in the MNBC. Avoid conflict of interest in respect to perceived or real personal gain as a result of association with the MNBC, its contacts, or the Community served.
- F. Network with other agencies and service groups to enhance the overall impact of the MNBC's efforts.
- G. Be honest, conscientious, prompt, courteous and focused in fulfilling responsibilities.
- H. Be respectful, encouraging and constructive. Build and maintain relationships where all can listen, learn and collaborate. Communicate openly. Wherever possible, resolve conflicts amicably and through collaborative processes.
- I. Initiate change for improvement. Provide constructive comments and/or suggestions through appropriate channels to enhance Nation harmony.
- J. Accept responsibility for the personal and professional growth and development of self and others through assessment, feedback, research, education, and training.
- K. Respect confidentiality. Discuss Nation/Citizen information only when appropriate and authorized.

Expectations regarding allegiance and confidentiality:

- A. All Directors, individually and collectively, are expected to perform their duties in a manner that is consistent with the Nation's principles, values, and rights, in accordance with the law.
- B. Directors must conduct themselves at all times faithfully, diligently, impartially and to the best of their abilities without fear of favour toward, or affection or animosity toward, any other person.
- C. No Director will divulge or make use of confidential or privileged information, correspondence, accounts, contacts, or business of the MNBC or its Citizens or of any knowledge gained during active association with the

MNBC, or after their term expires, except in the proper course of duty or with prior approval from the Board of Directors.

- D. Directors will take all reasonable precautions to prevent materials in their possession or control that may contain or refer to confidential information from being discovered, used, or copied by third parties.
- E. Directors will respect individual rights to privacy and protection of personal and medical information and are required to ensure they avoid release of personal or medical information concerning any individual to a third party without the individual's consent in writing, except as required by law to do so.
- F. Directors will seek advice from the President of the MNBC, the CEO, and/or legal counsel regarding any uncertainties about expectations or processes in respect to confidentiality.

Procedures

1. All Directors, Senators and Employees must enter into the MNBC *Oath of Allegiance, Confidentiality, and Conduct*.
2. All copies of all Board Member's *Oath of Allegiance, Confidentiality, and Conduct* will be kept on file with the Solicitor of the MNBC.

POLICY B-7 ROLE AND AUTHORITY OF THE PRESIDENT

The President of the MNBC is responsible for the effective governance of the Nation and for carrying out the wishes of the Board in relation to the direction and management of the MNBC. The role of the President is essential to the establishment of a positive and effective tone of the Board, working collaboratively with all Directors.

The President is the appointed public face of the MNBC, serving as its main spokesperson for the Board of Directors, representing the MNBC provincially and federally. The President must gain approval from the Board of Directors before assuming a national portfolio or any position outside of MNBC. Portfolios and positions held by the President are subject to ongoing approval by the Board of Directors. Although the President assumes an important leadership role, the President must adhere to the Board's directions and may not act unilaterally. The President communicates regularly with the Executive Committee and works closely with the CEO to ensure that the directions of the Board are understood and implemented. The President shall be an ex-officio member of all Board Committees of the Nation.

Specific responsibilities for the role include:

- A. Providing leadership to the Board in developing and maintaining the Board's focus on the strategic plan, including focus on the Board's mission and vision;
- B. Recommends Board Members for Ministerial Portfolios, subject to ratification by the Board of Directors;
- C. Calling Board Meetings of the MNBC at least four times a year, per Article 19 of the *Constitution*, or when deemed necessary by the Board;
- D. Presiding over Board Meetings in accordance with the Board's policies and procedures;
- E. Establishing agendas for Board Meetings, in consultation with the CEO and with input from other Board Members, in particular the Executive Committee of the Board;
- F. Ensuring that Board Members have timely access to the information needed for informed discussion of the agenda items;
- G. Conveying the decisions of the Board to the CEO;
- H. Engaging with Directors regarding their interests, strengths, and experiences in order to confirm Ministry appointments and recommends changes to Ministerial appointments to the Board of Directors;
- I. Provide regular and timely reports to the Board of Directors regarding any national portfolios; and
- J. Reporting monthly to the Board and through the CEO to the MNBC Chartered Communities regarding activities and meetings undertaken on behalf of the Board.

POLICY B-8 ROLE AND AUTHORITY OF THE VICE-PRESIDENT

The Vice-President of MNBC is responsible for carrying out the duties of the President when the President is absent, or, assists in the performance of the President's duties, as directed by the President or the Board of Directors.

The Vice-President is responsible for ensuring that all Action Items from a Board Meeting are properly discharged and completed. The Vice-President determines the status of each Action Item, and submits a status report to the Board of Directors.

The Vice-President shall also perform such other duties and responsibilities as delegated by the President or the Board of Directors.

If, pursuant to Article 23 or Article 25 of the *Constitution*, there is no President of the MNBC, or the President of the MNBC is under suspension, the Vice-President shall fulfill the office of the President, as stated in Article 26 of the *Constitution*.

If the office of Vice-President is vacant, an interim Vice-President may be appointed by the MNBC Board of Directors subject to the conditions laid out in Article 46 of the *Constitution*.

POLICY B-9 ROLES AND RESPONSIBILITIES OF THE SECRETARY AND THE TREASURER

The MNBC Secretary and Treasurer are appointed, via Motion, by the Board of Directors at the first Board Meeting after a general MNBC Provincial Election.

The Secretary and Treasurer will serve at the pleasure of the Board of Directors.

- A Director may resign their position, in writing, as Secretary or Treasurer without resigning their position on the Board of Directors.
- A Director may be removed from their position as Secretary or Treasurer by a two-thirds majority vote of the Board of Directors. A Director so removed will still retain their position on the Board of Directors.
- If the Secretary or Treasurer is suspended from the Board of Directors, their position as Secretary or Treasurer is vacated.

The Secretary and Treasurer of the Board of Directors have the following roles and responsibilities in addition to their roles and responsibilities as Directors:

Treasurer:

- A. Serves as Chair of the Board Finance and Audit Committee.
- B. Provides reports of the Board Finance and Audit Committee to the Board of Directors.
- C. Reviews monthly statements of MNBC provided by the Department of Finance.
- D. Ensures that the Board regularly monitors the Nation's financial performance through regular financial reporting at Board Meetings.
- E. Ensures that accurate financial records are maintained as required by the MNBC for audit or reporting purposes.
- F. Introduces Audited Financial Reports of MNBC at the Annual General Meeting.
- G. Ensures that excess funds and reserves are properly held and invested.

Secretary:

- A. Ensures that proper notice of MNBC and Board Meetings are distributed, pursuant to MNBC Legislation.
- B. Ensures the accurate recording, distribution, and maintenance of minutes of all Meetings of the Board. The minutes should reflect the format and level of detail that the Board has determined.
- C. Ensures Board Members participate promptly in any consent resolutions or matters approved by the Board outside of a formal Board Meeting.
- D. Assists other Board Members with technical and advisory questions around running meetings within their Region or provincial committee, if requested.
- E. Compiles and reports resolutions and actions arising from Regional Governance Council meetings to the Board of Directors.

POLICY B-10 ROLES AND RESPONSIBILITIES OF REGIONAL DIRECTORS

In addition to their roles and responsibilities as Directors, each Regional Director has the following roles and responsibilities:

- A. Acts as a Regional Representative.
- B. Communicates issues to the Board regarding their respective Region.
- C. Convenes and attends quarterly Regional Governance Council meetings, in person or by electronic means, and reports resolutions and actions to the Board Secretary.
- D. Attends Chartered Community AGM meetings in their respective Region.
- E. Represents the interests of Citizens in their respective Regions.
- F. Is accountable to the MNBC and the Citizens within the Region for their actions while serving on the Board.

POLICY B-11 ROLES AND RESPONSIBILITIES OF MINISTERS

In addition to their roles and responsibilities as Directors, each Board Member has the following roles and responsibilities for the Ministries they are assigned:

- A. Serves as the Board's representative for the respective Ministry.
- B. Serves, in conjunction with the MNBC President, as spokesperson on topics relevant to the Ministry, as delegated by the Board of Directors.
- C. Communicate as needed with the CEO and Senior Director of the respective Ministry on matters relevant to the Ministry.
- D. Communicate Ministry updates to the Board.
- E. Present proposals and topics of conversation relevant to the respective Ministry to the Board.
- F. Ensure the actions of the Ministry adhere to, and continuously seek to fulfil, the strategic direction of MNBC.

POLICY C-0 NATION COMMUNICATIONS

The MNBC believes that a climate of mutual understanding, cooperation, and trust among Communities and Citizens is fundamental to good governance.

The Board and CEO will foster an environment of respectful communications to enhance awareness and understanding of the issues surrounding the Nation.

Procedures

1. The Board will, as necessary, convene engagement sessions, conduct surveys, hold forums, and regularly communicate to Communities and Citizens.
2. When an event or situation of significant interest occurs, the CEO shall immediately contact Directors and provide a brief synopsis of the circumstances. If deemed appropriate, the Board may direct the CEO to inform Communities and Citizens.
3. The MNBC website and other social media will be kept current with relevant information.

POLICY C-1 SPEAKING ON BEHALF OF THE NATION

The President of the MNBC is the designated spokesperson for the Nation on nationwide matters, and the Ministerial portfolios they may hold, at the discretion of the Board of Directors.

While speaking on behalf of MNBC, the President must reflect the official positions of MNBC, articulated either through the will of the Board, or public documents or statements (Strategic Plans, etc.).

Other Board Members serve, in conjunction with the MNBC President, as a spokesperson on topics relevant to their Ministerial portfolios.

Other Board Members, or Employees, may be delegated responsibility for communications on specific matters, at the discretion of the Board of Directors.

Directors are to avoid releasing information to media, contacting media, or participating in press conferences without informing the MNBC President. Directors are also strongly encouraged to coordinate any public statements with MNBC.

The MNBC Board of Directors speaks with one voice.

Procedures

1. All requests from the media will be referred to the MNBC President and CEO.

Where the Nation receives a written request for release of public information, the CEO will direct its preparation and release on behalf of the Board, and will consult with the Executive Committee prior to release.

The CEO is the sole employee authorized to support the MNBC communication efforts.

POLICY D-0 BOARD MEETINGS

Regular Meetings, not including in-camera Meetings, of the Board will be held at least quarterly at a time, date, and location determined by the President, or the Vice-President, if necessary. A meeting of the Board of Directors can be called by a majority of the Board of Directors.

A Board Meeting must be held no later than thirty (30) days after a MNBC General Election.

In the event that a Director is not able to attend a Board Meeting in person, that Director may participate through electronic means.

Procedures

1. Notice of Board Meetings, and quorum of the Board:
 - 1.1. Notice of a Meeting with an agenda and accompanying material shall be distributed one week preceding a Board Meeting.
 - 1.2. A quorum of the Board is the majority of current Board Members participating in person and/or electronically.
2. Conduct of Board Meetings:
 - 2.1. The President, or in their absence, the Vice-President, will chair Board Meetings.
 - 2.2. If the President or Vice-President is not present at a Board Meeting, the Directors present, upon confirming quorum, appoint a Director from among them to be the chairperson for that meeting.
 - 2.3. The Chair of the Meeting will introduce each item on the agenda.
 - 2.3.1. A Director who has submitted an item for the agenda will be required to speak to the item and open discussion.
 - 2.4. Meetings shall be conducted in accordance with this policy, and where the policy is silent, using *Robert's Rules of Order* with the following key elements:
 - 2.4.1. Once a Motion is on the table each Director, including the Chair, has a right to speak only twice on the same Motion but may not speak a second time until everyone who wishes to speak has spoken. The Chair may allow further discussion.
 - 2.4.2. Amendments to the main Motion may be offered by any Director, provided they are relevant to the topic of the main Motion.
 - 2.4.3. At an appropriate time, the Chair will call for a vote on the Motion.
 - 2.5. Voting shall be conducted as follows:
 - 2.5.1. The Chair calls for any opposition to the Motion. If none is indicated, the Motion is adopted unanimously.
 - 2.5.2. If a Director indicates opposition to the Motion, voting will be conducted by a show of hands.

2.5.3. The Chair may, at their discretion, direct voting to be conducted by electronic means.

- 2.6. A majority of votes cast shall be sufficient to pass a Motion. Abstentions from voting will not be counted in the affirmative or the negative.
- 2.7. The Chair does not vote unless there is a tie vote.
- 2.8. If, after the Chair has cast their vote, there remains a tie vote, the Motion is defeated.
- 2.9. A Director may request their vote be recorded in the minutes should they not be on the prevailing side of the Motion.
- 2.10. The Chair will summarize the decision of the Board for inclusion in the minutes.
- 2.11. Items brought forward for information will be recorded in the minutes.

3. Agendas for Open Meetings

The order of business at all regular Meetings shall generally be as follows:

1. Call to order
2. Opening Prayer
3. Review and Adoption of Agenda
4. Vice-President's Report of Actions arising from the previous Board Meeting
5. Adoption of Minutes
6. President's Report
7. Vice-President's Report
8. Métis Women of British Columbia (MWBC) Report
9. Métis Youth of British Columbia (MYBC) Report
10. CEO's Report
11. Unfinished Business
12. New Business
13. Date of Next Regular Meeting
14. Closing Prayer
15. Adjournment

4. Board Meeting Minutes:

The formal draft minutes of Board Meetings will be distributed to all Directors and the CEO no later than seven (7)

business days following the conclusion of the Meeting.

4.1 All minutes of Board Meetings are to be approved by the Board of Directors at the next Board Meeting.

4.2 Approved Board Meeting minutes are to be posted on the MNBC website.

5. Audio/Video Recordings of Board Meetings:

5.1. Any audio/video recordings of Board Meetings are to be retained by MNBC for no less than 60 days following the adoption of the minutes for that meeting.

Monitoring of Board Decisions:

5.2. The Vice-President of the Board will maintain a status report of actions arising from the Board Meeting for the purpose of summarizing the status of each item.

5.3. The status report on outstanding items will be prepared by the CEO for inclusion on the agenda of the next Meeting of the Board. The report will identify the reasons related to any action items that have not been addressed.

POLICY D-1 IN-CAMERA MEETINGS

In-camera Board Meetings may be convened only if the subject matter being considered relates to, or is one or more of the following:

- A. Personal information about an identifiable individual who holds or is being considered for a position as an officer, employee or agent of MNBC, or another position appointed by MNBC;
- B. Personal information about an identifiable individual who is being considered for an award or honour, or who has offered to provide a gift to MNBC on condition of anonymity;
- C. Labour relations or other employee relations;
- D. The security of MNBC property;
- E. The acquisition or disposition of land or improvements, if the Board of Directors considers that disclosure could reasonably be expected to harm the interests of MNBC;
- F. Litigation or potential litigation affecting MNBC;
- G. An administrative tribunal hearing or potential administrative tribunal hearing affecting MNBC;
- H. Information that is prohibited, or information that if it were presented in a document would be prohibited, from disclosure under section 21 [*disclosure harmful to business interests of a third party*] of the [Freedom of Information and Protection of Privacy Act](#); and
- I. Negotiations and related discussions respecting the proposed provision of an activity, work or facility that are at their preliminary stages and that, in the view of the Board of Directors, could reasonably be expected to harm the interests of MNBC if they were held in public.³

Procedures

1. The Board of Directors, via Motion, must agree to convene an in-camera session.
 - 1.1. The Motion must specify the reason for an in-camera session as stated above, but does not have to list specific reasons.
2. Discussions during an in-camera session are to be limited to the topic(s) listed in the Motion to hold an in-camera session.
3. Minutes of an in-camera session of the Board of Directors are to be recorded separately from the minutes of an open Board Meeting.
 - 3.1. All discussions during an in-camera Meeting will be off the record; however, all names of Directors present will be recorded.
 - 3.2. No Director will be identified in any of the Motions recorded and only a summary of Motions made will be brought forward to be adopted by the Board.
 - 3.3. The minutes of an in-camera session are to be kept confidential for fifteen (15) years; but can be made public via Motion.

³ Policy emulates guidelines for municipal in-camera meetings, as set in the BC Community Charter, Section 90.

4. Board Members may propose, discuss, and vote on Motions in an in-camera session.
 - 4.1. If such a Motion requires any actions be taken outside of the in-camera session, said Motion must be reported during an open Board Meeting.
5. Audio-Visual recordings will not be made of In Camera meetings.

POLICY D-2 BOARD COMMITTEES

The Board may establish committees to meet the ongoing requirements of the Nation. Board committees may not make decisions on behalf of the Board. Instead, Board committees may make recommendations regarding matters to the Board for approval.

The Terms of Reference, membership, and authority of committees will be defined in writing prior to the commencement of operation of the committee. Terms of Reference will be sufficiently detailed to ensure clarity of roles and responsibilities. While Terms of Reference are developed and established by the Board, it is reasonable to anticipate some fine tuning once the committee is in place and performing its duties. The Board will approve changes that are recommended over the course of the committee's work.

A Board committee's mandate or purpose is intended to assist with the work of the Board, or to advise the Board on specific issues or topics.

Standing Committees:

Standing committees are constituted to perform a continuing function, and remain in existence permanently until dissolved by the Board of Directors.

Standing committees are expected to confine their activities to the work of the Board, and to exercise restraint to ensure that the committee and/or committee members avoid interfering with operational matters, which has been delegated to the MNBC CEO by the Board of Directors.

Ad Hoc Committees:

The Board may establish Ad Hoc committees of the Board as the need arises. Ad Hoc committees are temporary committees brought together for a specific purpose or task and will continue to exist only until their mandates have been completed.

Advisory Committees:

The Board may establish Advisory committees as the need arises. Advisory committees may be a permanent or temporary committee, brought together to represent and serve as a voice for certain sectors of the Métis Nation for the Board.

Board Committees/Administrator Relationship:

The Board of Directors reminds all committees that the MNBC CEO is employed to translate the will of the Board into administrative action. The Board delegates duties and powers to the CEO to provide effective leadership and to assign tasks to other Employees and oversee the work of those Employees and assess the results achieved. Once Board direction has been set, the Board holds the CEO responsible for the application of knowledge, skill, and professional leadership in all aspects of the MNBC operation.

Board committees may not direct the CEO or other Employees of the Nation.

The CEO may serve on Board committees but has no voting status in that capacity. The CEO may designate other employee(s) to serve on a Board committee in addition to or in place of the CEO, as necessary, without voting status in that capacity.

Procedures

1. The Board authorizes committees to carry out specific tasks on behalf of the Board through the approved Terms of Reference, via Motion.
2. Board Committees will meet as frequently as the committee's Terms of Reference requires, or, at the call of the chairperson of the committee.
3. Committees may meet in-person or via electronic means.
4. Committees must develop and distribute an agenda to all committee members four (4) days before each meeting.
5. Committees will keep minutes of meetings, and report any motions or recommendations for the Board of Directors to the Board Secretary.
 - 5.1. Committee minutes will be retained and distributed by the same procedure as minutes for Board meetings.
6. Meeting expenses must be submitted to the CEO for pre-approval. Individual committee member expenses are reimbursable by MNBC according to approved policy.

POLICY D-3 EXECUTIVE COMMITTEE AUTHORITY

The MNBC President, Vice-President, Secretary and Treasurer comprise the Executive Committee of the MNBC Board.

Between regular Board Meetings, the Executive Committee is authorized by the Board to make decisions on behalf of the Board. In addition to facilitating decision making between Board Meetings, the Executive Committee is authorized to make decisions regarding any urgent circumstances.

The Executive Committee is also responsible for:

- A. Recommending an annual process for developing and reviewing the Strategic Plan to the Board of Directors;
- B. Deal with duties or matters delegated to it by the Board of Directors; and
- C. Dealing with issues or matters which may arise, and for which a specific Board Committee is unavailable or has not been created.

The Executive Committee is required to report to the Board, at the earliest opportunity, any decisions made by the Executive Committee.

If circumstances dictate that the Executive Committee cannot convene to make a decision, and an immediate decision is required, a single member of the Executive Committee is able to make a decision. In these circumstances, the CEO is to contact the following Executive Committee members, in this order:

- A. MNBC President
- B. MNBC Vice-President
- C. MNBC Secretary
- D. MNBC Treasurer

The Executive Committee must meet, at minimum, once a month, but may meet more frequently if circumstances dictate, or on agreement by the Committee.

The President, or two members of the Executive Committee, can call a meeting of the Executive Committee. Notice of an Executive Committee meeting must be provided 24 hours before the meeting, but can be waived by unanimous consent of Committee members.

POLICY E-0 BOARD ASSESSMENT

The Board will conduct an assessment of its own performance twice in a term to strengthen the governance capabilities of the MNBC.

The objectives of the assessment is to enhance the function of the Board, and clarify roles and responsibilities of individual Directors on overall governance matters, as well as on their Ministerial Portfolios.

Areas of assessment may include, but are not limited to:

- Governance, including effectiveness of Ministerial Portfolios;
- Strategic Direction and Board Leadership;
- Resource Allocation and Financial Management;
- Committee Effectiveness;
- Compliance with Board Policy; and
- Board/CEO Relationship.

Once approved by the Board, a summarization of the Board Assessment will be made public.

The Board may enlist the services of an external facilitator to assist with the assessment.

POLICY E-1 BOARD ORIENTATION

Newly elected and re-elected Board Members, upon completion of the *Oath of Allegiance, Confidentiality and Conduct*, will receive a formal orientation to their roles and responsibilities, including overviews of, but not limited to:

- MNBC *Constitution*;
- MNBC Legislation;
- Strategic Direction;
- Fiduciary Duty Training;
- Conflict of Interest Training;
- Policies;
- Regional Responsibilities;
- Key programs and services;
- Budgets; and
- Remuneration.

Procedures

1. The CEO will support the Board orientation with presentation materials and any resources necessary.
2. The CEO will ensure Directors are provided with information regarding Director remuneration, benefits, pension, tax deductions, Canada Pension Plan contributions, and court ordered deductions.

POLICY F-0 POLICY DEVELOPMENT, CURRENCY, AND IMPLEMENTATION

The MNBC believes that one of the Board's primary governance functions is the determination of policies that provide guidance to the Nation. Effective policy is generally broad enough to allow discretionary action, yet specific enough to provide direction to those responsible for implementing policy decisions of the Board.

Policy will be reviewed biennially or more frequently as required to determine the adequacy and currency of existing policies.

Any new policy or amendments to existing policy must be approved by the Board before implementation by the CEO.

Although the Board is ultimately responsible for policy development, consultation during the development of policy shall include the CEO where practicable and appropriate.

Procedures

1. Development of New Policy

- 1.1. Once the Board, Ministry, and/or a MNBC Employee identifies a need for new policies, the matter will be referred to the CEO, who will prepare one or more policy drafts for consideration by the appropriate Board Committee.
 - 1.1.1. Any new policy regarding the Board Policy Manual or the MNBC Operational Policy Manual will be considered by the Board Governance Committee.
 - 1.1.2. Any new policy regarding the MNBC Employee Handbook will be considered by the Board People and Culture Committee.
- 1.2. The relevant Board Committee will review drafts and advise the CEO of any revisions required. When satisfied that the draft meets the requirements of the organization, the Board Committee will recommend approval of the new and/or revised policies and procedures to the MNBC Board.
- 1.3. The Board will review the new or revised policy and provide approval via Motion.

2. Revision of Policy

- 2.1. Policies in need of revision may be identified at any time by the Board, Ministry, and/or a MNBC Employee. The CEO will prepare changes for consideration by the Governance Committee of the Board.
 - 2.2. The Governance Committee will review revisions and advise the CEO of any changes required. When satisfied that the revisions are suitable, the Governance Committee will recommend approval of the new and/or revised policies and procedures to the MNBC Board.
 - 2.3. The Board will review the new or revised policy and provide approval via Motion.
3. The CEO will ensure that current Board policy is publicly available, and that any additions or changes in Board policies are filed and distributed in a timely manner. Distribution to advise of new policy directions or policy revisions may specifically include Employees, and any required communication with Chartered Communities and Citizens.

4. Administrative Standards and Practices

4.1. Administrative standards and practices may be developed and issued by the CEO to clarify the implementation of policy, detail internal processes, and communicate organizational standards.

5. Suspension of Policies

5.1. In special circumstances, the operation of any section or sections of Board policy not bound by the *Constitution*, Legislation or provincial law may be temporarily suspended by a two-thirds majority vote of the Board.

POLICY G-0 CEO ROLES AND RESPONSIBILITIES

The CEO of the MNBC is responsible and accountable for:

- the day-to-day management and supervision of the Employees of the Nation;
- the implementation of Board approved policies and procedures;
- the delivery of programs and services to the Chartered Communities and Citizens; and
- the provision of appropriate support to the Board and its Committees.

The CEO operates under authority delegated by the MNBC Board.

The CEO may use reasonable discretion when implementing policies and programs, provided that day-to-day management decisions are consistent with the approved policies and procedures as determined by the Board.

In the absence of specific policies or procedures to guide the CEO in making significant management decisions, the CEO is authorized to make any decision necessary, provided that the decision is consistent with overall MNBC direction and the laws of British Columbia and Canada. In such cases, the CEO will inform the Executive Committee of the decision made within twenty-four (24) hours of having made such a decision. The CEO will also trigger the policy under Section 160 to develop a new policy.

The CEO reports, and is accountable, to the Board through the President of the MNBC.

The CEO may, in turn and within defined limits, delegate responsibilities related to program management and administration to Employees as deemed appropriate. Significant delegations of authority will be in written format.

Procedures

1. The Board is responsible for defining and revising the responsibilities of the CEO.
 - 1.1. Responsibilities and authorities delegated to the CEO shall be explicitly outlined in policies or through written correspondence, position description, minutes of meetings, or through a Board Motion.
 - 1.2. Assigned responsibilities and delegated authority will remain in effect until revoked in writing by the Board of Directors.
 - 1.3. The assignment of responsibilities and delegations of authority (program, financial, administrative) for the position of the CEO will be reviewed, confirmed, or modified by the Board with the appointment of any new individual to the position.

The CEO is responsible and accountable for:

- 1.4. The provision of support to the Board in its governance and policy setting roles.
- 1.5. The development, implementation, and maintenance of programs, policies, and procedures.
- 1.6. The supervision of all Employees and the establishment and monitoring of appropriate workplace performance and conduct standards for all Employees.

- 1.7. The management of the operations and finances of the MNBC.
- 1.8. Reporting any perceived or actual breaches of the Board Code of Conduct to the Board at the earliest opportunity.
- 1.9. The establishment and maintenance of key working relationships within the MNBC, with other Métis service providers, and with Federal, Provincial, Municipal, and First Nations governments.

The Board/CEO relationship is defined below:

The MNBC believes there is a clear distinction between Governance (a Board role) and Management (a staff role). To ensure role clarity between the Board and the Chief Executive Officer in regards to the direction of staff:

- 2.1. The Chief Executive Officer (CEO) receives their overall direction from the Board. In the case of individual portfolios, the Director of the Board responsible for the portfolio, works directly with the CEO and President to set the direction of that portfolio, ensuring it aligns with the strategic plan of the Board of Directors. The CEO then directs the staff under that portfolio to carry out the work needed.
- 2.2. The Chief Executive Officer (CEO) liaises with the portfolio holder regarding information pertaining to the ongoing fulfillment of the work within that portfolio.
- 2.3. No individual member of the Board has the authority to direct the activities of Staff either in Head Office or in the Regions of the MNBC. This does not restrict a Director from:
 - 2.3.1. Requesting information via the Board in order to better inform their decision-making process in their governance role, and to ensure proper oversight of operations; and
 - 2.3.2. Interacting with a Senior Director assigned by the CEO to work on a portfolio for the purposes of obtaining general information and/or providing feedback when required.

POLICY G-1 DELEGATION OF AUTHORITY

The MNBC Board of Directors is accountable for all governance responsibilities. Powers specifically reserved for the Board include:

- A. Appointing, evaluating, and removing the CEO, and determining their remuneration and terms and conditions of employment.
- B. Reviewing and approving each of the following:
 - Systems of governance, MNBC policies, risk management and internal control, and legal compliance;
 - Resolutions proposed by the Board to the MNGA and AGM;
 - Financial reporting; and
 - Any matters beyond discretionary items and/or issues that have been delegated to the CEO.
- C. Approving each of the following, but are not limited to:
 - Strategic Plan;
 - Annual Operational Budget;
 - Annual Federal and Provincial Budget Submissions;
 - Significant changes to the Nation's structure;
 - The acquisition, establishment, disposal, or cessation of any significant business or assets of the Nation; and
 - Annual Report.

The role of the CEO is to provide leadership and management, including:

- A. Acting as the Executive Officer to the Board, including advising the Board on its governance role.
- B. Working with the Board to reach agreed strategic and business outcomes within the appropriate budgetary and financial framework.
- C. Managing all day-to-day affairs and activities of the Nation within the Board endorsed strategy, policy, risk, human resource, and financial frameworks.
- D. Attracting, motivating, and retaining suitably qualified Employees, including proactively working to recruit and hire Métis Citizens,
- E. Establishing specific accountabilities for Employees, and assessing and evaluating Employees within accountabilities and position specific standards and expectations.
- F. Providing reports, analysis, and recommendations to the Board as required.
- G. Implementing decisions of the Board.

The intention of this policy is to ensure the correct balance of responsibilities is established, maintained, and monitored between governance and management in the best interests of MNBC. It is therefore specifically acknowledged that:

- A. The CEO is empowered to manage and lead operations on a day-to-day basis.
- B. Policies are intended to create the necessary platform to enable the CEO to manage and lead operations whilst preserving the Board's governing role.
- C. The CEO's leadership and management role will include operationalizing the Board's mission, vision, and direction.
- D. The CEO maintains regular communication with the President and the Executive Committee regarding emergency issues and significant Nation affairs.
- E. All powers delegated to Employees shall be delegated through the CEO.

POLICY G-2 CEO COMPENSATION PRINCIPLES

The People and Culture Committee will review the salary and total compensation package of the CEO every two years, and make recommendations to the Board.

The salary range for the position of CEO will reflect salary rates for comparable positions in similar organizations. Similarly, the benefits package for the CEO will reflect the benefits paid by similar organizations.

The salary within the specified salary range will reflect the performance of the CEO as determined through a performance review outlined in Policy G-3.

Procedures

1. Prior to the anniversary date of the CEO's appointment, the People and Culture Committee will review the salary range assigned to the position every two years.
2. The People and Culture Committee will obtain current and reliable data regarding comparable positions in similar organizations and develop a recommended salary range for the position for consideration by the Board. Changes in salary range will be referred to as a market adjustment (as opposed to a performance increase). The People and Culture Committee may wish to use the services of an external consultant or firm with expertise in establishing and adjusting compensation levels.
3. Once the review by the People and Culture Committee is complete, it will be presented to the Board for final approval.
4. Provided their performance is fully satisfactory, the CEO may be entitled to receive the full market adjustment. The People and Culture Committee will recommend to the Board the new salary to be paid to the CEO considering market conditions.
5. Any modifications to the salary and total compensation package of the CEO must be approved by the Board.

POLICY G-3 CEO PERFORMANCE REVIEW

MNBC is committed to evaluating the performance of the CEO on an annual basis, using a process that is objective, credible, and fair.

The performance evaluation will address the achievement of goals and objectives by the CEO, how these goals and objectives have been achieved, and the training and professional development needs of the CEO.

The results of the performance evaluation will provide part of the basis for adjustments in CEO compensation.

Procedures

1. Once annually, (or more often if required), prior to the anniversary date of employment of the CEO, a performance review will be conducted.
2. At the start of the evaluation period, the People and Culture Committee will establish the criteria that will form the basis of the performance evaluation.
3. Prior to the performance review, the CEO will prepare a self-evaluation of their performance. At the same time, the Executive Committee, with input from the Board, will also prepare an evaluation of the CEO's performance.
4. At a mutually agreed time, the President and the CEO will meet to discuss the two evaluations, and, where possible, rationalize the two evaluations. Where there is not complete agreement on the final performance evaluation, the evaluation of the Executive Committee/Board will prevail.
5. The training and development needs of the CEO will also be discussed at this time.
6. At the conclusion of the evaluation, both the CEO's self-evaluation and the Executive Committee/Board evaluation will be provided to the Board.
7. If the CEO is unsatisfied with the results of the evaluation, they may request that the matter be referred to the Board for review. The Board's decision on the performance review is final.

POLICY H-0 PUBLIC RELATIONS

The MNBC seeks to present and uphold a positive, professional image at all times and expects that this will be a conscious effort by all individuals associated with the Nation.

Board Members are expected to conduct themselves in a manner that does not tarnish the image of, or otherwise bring disrepute to, the MNBC. It is understood that high standards of behaviour include, but are not limited to, the workday, the workplace, and the performance of professional duties.

Procedures

1. It is recognized that all Board Members attending meetings, conferences, or other Community functions serve as Nation ambassadors. In promoting the Nation, and upholding its image, all Board Members will conduct themselves in a positive and professional manner at all times.
2. Board Members are expected to demonstrate high standards of personal and professional conduct with visitors and members of the public at large. Demonstrated behaviour will include evidence of good judgment, diplomacy, tact, courtesy, kindness, and empathy.
3. Board Members are to refrain from impugning the character, motives, or integrity of other Board Members and the integrity of Ministries or institutions of the Nation.
4. Operational issues or concerns will be discussed and resolved within, and confined to, the Nation.

POLICY H-1 SOCIAL MEDIA AND NETWORKING

The MNBC seeks to present a positive and professional image at all times. This policy sets out the terms of use for all forms of social media and networking by all Board Members.

The MNBC recognizes the importance of social media and the use of the Internet in shaping public thinking, communicating current events, and creating awareness. The need to uphold a favourable public and professional image in using any social media or networking technology is required by all Board Members. This policy is intended to protect the MNBC's reputation while respecting each Board Member's interests in visiting and utilizing social media as an avenue of self-expression and outreach.

This policy applies to accessing social media and networking on MNBC work computers and business tools, as well as making any reference to MNBC on personal electronic devices and/or borrowed equipment.

Procedures

1. All Board Members are expected to conduct themselves in a manner that does not tarnish the image of, or otherwise bring disrepute to, the MNBC when using social media and networking on MNBC's behalf, as well as personal use of social media and networking when referencing the MNBC.
2. Board Members are to exercise good judgment when posting material to ensure that no material inappropriate or harmful to the MNBC, Directors, Employees or Citizens is published.
3. Although not an exhaustive list, some specific examples of prohibited social media and networking conduct include posting commentary, content or images that are defamatory, pornographic, proprietary, harassing, libelous or that can create a hostile environment at the Board, MNBC, or the larger Métis community, in either static or video format.
4. Board Members are prohibited from publishing, posting, or releasing any information that is considered confidential, or not approved for public dissemination. If there are questions as to what is considered confidential, a Board Member should check with the CEO before posting.
5. No Board Member shall use MNBC's electronic/Internet/computer systems for illegal activity of any kind.
6. No Board Member shall download or copy unlicensed or illegally obtained software onto MNBC computer/electronic systems.
7. All Board Members will be aware of and adhere to copyright laws and plagiarism rules. If there are questions regarding these matters, that Board Member should check with the CEO.
8. All Board Members must use caution and good judgment when posting comments and pictures on social networking sites. Pictures posted on social media sites should reflect respectful images only and include citations where possible. Information from others being reposted must be from a reliable source and reposting comments from others expressing personal feelings or views should be avoided.
 - 8.1. All Board Members acknowledge that posts on all social media platforms have the potential for worldwide access and can therefore be detrimental to both the person as well as the Nation. All postings should be considered as permanent.

9. Fair notice is given to all Board Members that authorized MNBC administration may observe content and information posted by MNBC users using MNBC equipment.
10. Breach of the Social Media and Networking Policy by a Board member may result in formal disciplinary action, as stated under Policy 123.

Definitions:

Copyright: In the simplest terms, “copyright” means “the right to copy.” In general, copyright means the sole right to produce or reproduce a work or a substantial part of it in any form. It includes the right to perform the work or any substantial part of it or, in the case of a lecture, to deliver it. If the work is unpublished, copyright includes the right to publish the work or any substantial part of it. Information regarding copyright can be located at the below website from the Government of Canada, *A Guide to Copyright / Canadian Intellectual Property Office*. http://www.cipo.ic.gc.ca/eic/site/cipolInternet-Internetopic.nsf/eng/h_wr02281.html

Plagiarism: This refers to literary theft. Plagiarism occurs when a writer duplicates another writer’s language or ideas and then calls the work their own. Copyright laws protect writers’ words as their legal property.