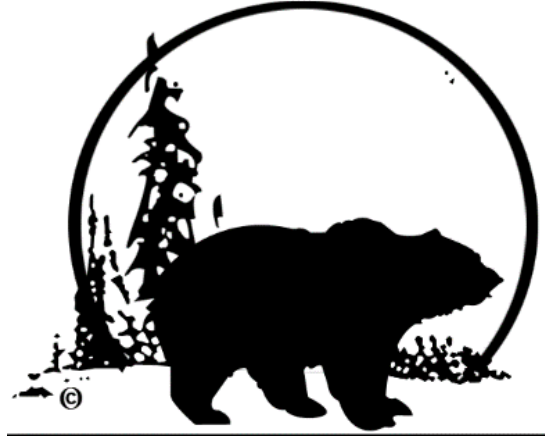


1.0 Board of Directors Policy

Community Futures of
Nations



Central Interior First

1.0 Board Governance Policies

1.1 Policy: Board Governance Guidelines

Effective Date:



Board Governance Guidelines

The terms of reference for the CFDC of CIFN board define the role of the board. These board governance guidelines outline how the board will operate to carry out its duties of stewardship and accountability.

Best interests of CFDC of CIFN

The board oversees the conduct of business of the CFDC of CIFN and provides direction to the General Manager who is responsible for the day-to-day conduct of business. Although directors are appointed to the board to bring special expertise or a point of view to board deliberations, the best interests of CFDC of CIFN are always paramount.

STRATEGIC PLAN AND ANNUAL PLAN

Strategic Planning

Development and implementation of the strategy of the CFDC of CIFN is a continuous, iterative process and takes place within the context of the planning process for the strategic plan.

The General Manager is responsible for the development of the strategic plan for the CFDC of CIFN to be presented to the board. The board's role is to ensure there is a planning process, become engaged in the process, and review, question, validate, and ultimately endorse the strategic plan for CFDC of CIFN, including monitoring performance.

Board preparation and review of plans and policies.

The General Manager will prepare, review and seek approval from the board of the following:

- Strategic Plan – the five-year strategic plan describing the business strategy and performance targets of the CFDC of CIFN; and
- Annual Plan – the annual plan shall identify the actions that are required to achieve the strategic goals.

The board is responsible for oversight of the annual plan and for setting and monitoring compliance of CFDC of CIFN policy.

RISKS, CONTROLS AND MANAGEMENT INFORMATION SYSTEMS

Principal Risks

The board must have a continuing understanding of the risks in the operation of the Corporation. It is management's responsibility to ensure the board, and its committees are kept well informed of changing risks and that all financial policies are complied with.

The principal mechanisms through which the board reviews risks are:

- the strategic plan planning process,
- board committees, particularly the Audit committee, and
- ongoing reports from the General Manager and the auditor,

Internal controls and management information systems

Integral to the board's overall responsibilities is the existence of control systems that ensure the effective discharge of the board's responsibilities in a transparent and accountable manner. Through the General Manager, management will establish systems to ensure that a reasonable level of internal controls are in place for CFDC of CIFN.

COMMUNICATIONS

The board recognizes that the authority for major policy decisions rests with the board and the authority for operational matters rests with the General Manager. External communications by the board or by individual directors will respect this authority.

Chairperson and General Manager

The chairperson and the General Manager act as the primary spokespersons for CFDC of CIFN. Unless a director receives specific approval by the chairperson or the board, only the chairperson may speak on behalf of the board.

The board recognizes the need for the chairperson and the General Manager to have regular meetings and communications with stakeholders. The Chairperson and the General Manager are expected to keep the board informed on key matters through meetings and communications with these persons.

Director Communications

A director may be requested from time to time by the CFDC of CIFN Board to assist with communications or speak publicly about the Corporation. In all cases, a director must advise the chairperson, and the chairperson reserves the right to consent to or to reject the engagement of the particular director. The chairperson is responsible for ensuring that director communication activities are properly coordinated and that directors are provided with full assistance in preparing and making any public statements or presentations.

FINANCIAL AUTHORITY AND CONFLICT OF INTEREST GUIDELINES

Financial commitments and spending authority

Individual directors and the chairperson have no individual authority to make financial commitments for CFDC of CIFN. Levels of spending authority are set out in the financial policies.

BOARD COMMITTEES

Committees

The function of a committee is to help the board with a task that belongs to the board. The creation of a committee for a discrete task is a mechanism that permits deeper examination to be given to issues at stake that could reasonably be given by the full board, considering the many items the board must deal with at any one point in time. The role of committees is to support, not supplant, board responsibility.

Standing committees

•The following standing committees are established to assist the board:

- Executive; and
- Audit

Terms of reference will be created or adopted for each standing committee and will describe the composition, operations and responsibilities of the committee.

Other standing committees may be established by board resolution.

Committee chair and committee members

The chairperson is responsible to the board for annually proposing the leadership and membership of each committee. In preparing recommendations the chairperson will consider the skills and experience of each director.

Committee chairs and members are appointed at the first board meeting after the annual general meeting of the members, or as needed to fill vacancies during the year. The board favors a periodic rotation in committee leadership and membership in a way that recognizes and balances the needs for new ideas, continuity and maintenance of functional expertise.

Committee chairs will develop the agenda for each committee meeting in consultation with the committee members. Each committee will report the results of its meetings to the board in a timely manner.

Ad hoc committees

Ad hoc committees are board committees but differ from standing committees in that each ad hoc committee is established for a specific period of time to undertake a specific task. An ad hoc committee is to be disbanded when, in the opinion of the board, the specific task assigned to it has been dealt with accordingly.

Each ad hoc committee operates according to a board approved mandate outlining its duties and responsibilities.

BOARD MEETINGS AND AGENDAS

Meetings

The board must meet a minimum **# of times each** year on dates determined by the board.

The date, time and place of a regular meeting of a board will be fixed and directors must be notified in writing not less than 10 business days in advance, but in special circumstances not less than 48 hours in advance, of the date when the meeting will occur.

The location of meetings will be as determined by the board from time to time. Special meetings may be held by teleconference or in locations as determined by the board and allowed under the bylaws.

Agenda

The chairperson and the General Manager will develop and circulate the agenda for each board meeting.

The agenda of a board meeting will generally be distributed not less than five business days in advance but in special circumstances not less than 24 hours in advance of the meeting to which it relates. All directors are free to suggest additions to the agenda prior to the meeting but the chairperson retains the discretion as to the priority of how such additions are to be considered at the meeting.

Quorum, decision-making and resolutions in writing

50% plus 1 of the directors holding office constitutes a quorum for the transaction of business at a meeting and a quorum of directors may exercise all the powers of directors at a meeting. The directors at a meeting will transact no business unless a quorum is present. A director may participate in a board meeting by telephone, electronic or other communication facilities that permit all people participating in the meeting to communicate adequately with each other. A member participating in a meeting by any such means is deemed to be present at the meeting.

Questions arising at any meeting of directors will be decided by a majority of votes of directors present at the meeting unless otherwise required.

A resolution in writing, signed by all the directors, will be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted.

Meeting minutes

The chairperson will be provided by the secretary with the draft minutes of each meeting of the board within 14 calendar days of its occurrence and the directors will be provided with the draft minutes of the previous meeting at least five days in advance of the next board meeting.

The approved minutes serve as the official record of the board meeting.

Board deliberations and confidentiality

The board and management recognize that certain materials for deliberation by the board must remain in confidence with the board. Directors and management must respect that the official

record of the board's deliberations is provided through the approved minutes of board meetings. The views or opinions of individual directors or management will be treated with an appropriate level of respect and confidence.

Special meetings

Special meetings of the board may be held at any time at the call of the chairperson, the General Manager or any two directors of the board.

Notice of a special meeting of the board will be given to all directors of the board and must be sent at least 48 hours before the date fixed for the meeting. If all of the directors are present at such meeting, the notice requirement for the special meeting may be waived.

Materials and information for board meetings

Material distributed to the directors in advance of board meetings should be concise, complete and prepared in a way that focuses attention on critical issues to be considered and the decisions required from the board. Materials assembled in support of board meetings will be coordinated by the secretary or delegate who will distribute it with the board meeting agenda, not less than five business days prior to the meeting.

All materials submitted for consideration by the board or by a committee become part of the record of the board and will be deposited with the secretary for maintenance, safekeeping and access. Reports may be presented during board meetings by directors, management or staff, or by invited outside advisors. Presentations on specific subjects at board meetings should briefly summarize the material sent to directors, identifying the principal decision items and impacts arising from the issue or matter so as to maximize the time available for discussion on questions regarding the material.

Matters that are brought to the board, particularly those of a strategic or financial matter, will be presented in a format and manner of information that facilitates the board's ability to make a decision. The board and management will agree on the format and the checklist of information items required for the board to make a decision.

It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a board meeting, it would not be prudent or appropriate to distribute written material in advance of the meeting. Certain materials, due to their sensitivity, may be considered by the chairperson or General Manager to be strictly confidential and not for distribution or discussion outside of the board but will be made available to the secretary for inclusion as part of the official record of the board.

Non-directors at board meetings

The board, through the chairperson and the General Manager, will determine non-director attendees at board meetings. For issues that fall within the terms of reference of a committee, a committee chair may also recommend non-director attendees to the chairperson.

No non-directors will attend or table material at the board without prior approval of the chairperson and, in the case of committee meetings, the committee chair.

BOARD RELATIONS AND APPOINTMENTS

Board relations with management

Board policies and guidelines will be made available to management. Directors may direct questions or concerns regarding management performance to the chairperson or through the board and committee meetings.

The board and management must work at developing a sense of trust and confidence in each other's abilities and performance and there must be a clear understanding of and respect for the roles, responsibilities and expectations of both the board and management.

Directors must respect the organizational structure of management. As a rule, a director has no authority to direct staff. An exception to this would involve the unique roles of members of the Audit Committee, who may have occasion to provide direction to the auditor. A director's requests for information must be coordinated through the chairperson.

Information flow to the board

The board requires clear, consistent and reliable information and analysis that is focused on the key strategies and critical issues facing CFDC of CIFN. The type, quality, timing and delivery of information are critical to achieving good governance of the Corporation and the board will receive regular reports from management that provide information on the measured performance against the annual plan of CFDC of CIFN.

Information that enables the board to fulfill its decision-making and oversight responsibilities will be based on certain key performance measures that are directly linked to the objectives of CFDC of CIFN. The board and management will agree on the type, the form, the extent and the regularity of information that will allow directors to assess the performance of the Corporation.

Board appointments

Individuals appointed as directors must bring particular expertise or other considerations to the board which relate to the business mandate of the board or to CFDC of CIFN.

The board has a responsibility to provide advice and recommendations regarding the needs of CFDC of CIFN and the criteria that should be considered when appointments are made to the board.

The board must annually review the annual plan of CFDC of CIFN and the skills, experience, background and diversity of the board relative to the strategic direction of the Corporation contained in the relevant plan. Based upon the review, the board may identify different skills or experience that would assist the board. Using its own criteria, the board may develop and

review a list of suitable candidates to be considered for appointment using a skills matrix. Any recommendations, which result from the review, will be discussed with the full board before seeking new Board members.

Director orientation and development

The chairperson and the General Manager share the responsibility to ensure that there is a new director orientation program and that directors receive continuing education and development as required.

New directors will be provided with an orientation and education program that will include written information about the duties and obligations of directors, the business and operations of the CFDC of CIFN, documents from recent board meetings, as well as be provided with opportunities for meetings and discussion with the General Manager and other directors. The orientation program for each new director will be tailored to that director's needs and areas of interest. As well, there may be occasion for all directors to participate in special orientation sessions that are to educate and inform the directors on issues of strategic importance to the CFDC of CIFN.



1.2 Policy: Amendment of Board Policies

Effective Date:

Amendment of Board Policies

The policies of CFDC of Central Interior First Nations may be amended, repealed, or added to upon motion made in writing for that purpose by any member of the Board. Any such motion shall not be voted upon until the next regularly scheduled meeting after it has been formally presented to the Board in writing.

New policies and revision of policies may be initiated by submitting a request to the Chair of the Board and the General Manager. When a request for change is received, the General Manager will identify which of the following three categories applies to the request. Each category is described below along with the approvals required.

Clerical change: A clerical change is defined as a change which does not change policy or procedures related to policy but updates job titles, phone numbers, office locations, or other clerical adjustments necessary for correctness and clarity. Clerical changes will be drafted by the General Manager and approved by the Chair of the Board. Once approved, the General Manager will update the Board Policy.

Procedure change: A procedure change is defined as a change which adds, further defines, or changes procedure, but does not change policy sections of the policy nor affect the substance of the policy. The General Manager will review the policy, draft the changes required via tracked changes of the original policy in Microsoft Word, and draft a complete summary to describe the proposed changes. The policy draft is then placed on the agenda for approval by either the Board or the Board Executive. Once approved, the General Manager will update the Board Policy.

Policy change: A policy change is defined as a change which creates new policy or alters existing policy. Policy changes will follow the same course as Procedure changes described above, however the policy change must be presented to the entire Board for approval. The Board may approve, decline, make further changes to the proposed policy, or request additional research. Once approved, the General Manager will update the Board Policy.

1.3 Policy: Board Nomination Process

Effective Date:



A. BOARD NOMINATION

In accordance with the CFDC of CIFN bylaws and Board Governance guidelines, the Board will consist of no fewer than three (3) and no more than twenty (20) directors. The director's term of office shall be from the date of the meeting in which they are elected or appointed until the annual meeting of members next following or until their successors are elected or appointed.

The board of CFDC of CIFN will seek out and recommend individuals with the competencies and personal attributes required for effective governance of the Corporation and for the support of its mission.

Although the Board bylaws allow between 3 and 20 Board members, the CFDC of CIFN Board will normally operate with a Board of between 8-12 Board members.

B. NOMINATION PROCESS

1. When a vacancy occurs or the Board identifies a specific competency that is lacking on the existing Board, the Board Chair will facilitate the identification of board competency "gaps" to direct the search for new nominees.
2. As per the membership bylaw, Board members must be a member of one of the Central Interior Native Bands, Tribal Councils or organizations and must reside in the Thompson-Nicola-Fraser Canyon-Lillooet area. All Board members must be of Indigenous ancestry.
3. The Board Chair guides the recruitment process for candidates to be considered for nomination.
4. The board or its executive committee will evaluate candidates and prepare a ranked list of Indigenous nominees for consideration. Only those candidates the board assesses against its competency matrix and subsequently selects for its ranked list of nominees will be considered.
5. The board normally will not select for nomination elected officials or public servants. CFDC of CIFN includes in these categories' roles related to Indigenous governments, such as First Nations chiefs, elected tribal leaders, and leaders of regional, provincial, or national Indigenous political/advocacy organizations.
6. Nomination of Executive

The board of directors shall annually or more often as may be required elect a Chairperson and appoint one or more Vice Chairpersons, a Secretary and a Treasurer. Any person may, in the discretion of the directors, hold one or more offices. The directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

7. The Executive Chairperson

The Chairperson shall, when present, preside at all meetings of the board of directors and of members of the Corporation. "The Chairperson shall be the chief executive officer of the Corporation. He shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him by the board of directors.

Vice-Chairperson. The Vice-Chairperson or, if more than one, the Vice-Chairpersons in order of seniority shall be vested with all the powers and shall perform all duties of the Chairperson in the absence or inability or refusal to act of the Chairperson. Vice-Chairperson or, if more than one, the Vice-Chairpersons shall possess and may exercise such other powers and duties as may from time to time be assigned to him or them by the board of directors.

Secretary. The Secretary shall, when present, act as secretary of all meetings of directors and members and shall have charge of the minute books of the Corporation and the documents and registers referred to in the Act. He shall perform all duties incident to his office or that are properly required of him by the board of directors.

Treasurer. The Treasurer shall collect all Corporation revenues and, subject to the provisions of any resolution of the board of directors, shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. He shall keep or cause to be kept the books of account and accounting records required by the Act. He shall perform all duties incident to his office or that are properly required of him by the board

1.4 Policy: Resignation of Board Members

Effective Date:



RESIGNATION OF BOARD MEMBERS

- A. The resignation of a member of the Board shall be made by a notice in writing, addressed and delivered to the General Manager or Board Chair.
- B. If a member of the Board has not attended 3 consecutive regular meetings of the Board, the member is no longer a member of the Board unless excused by a resolution of the Board.
- C. On a resolution passed by the vote of at least a 2/3 majority of the members of the Board, the Board may remove a Board member for cause.



1.5 Policy: Terms of Reference for the Board Committees

Effective Date:

A. BOARD COMMITTEES - TERMS OF REFERENCE

The CFDC of CIFN Board requires Terms of Reference, when creating standing or ad hoc Board committees. The Terms of Reference may be subject to changes upon review of the entity being created. All Board committees will be ad hoc unless specifically identified below as a standing committee or is added to this policy by Board resolution.

Board committees enable more in-depth reviews of issues that may not be possible within the framework of regular Board meetings. Board committees may not interfere with delegation from the Board to the General Manager or with the General Manager's accountability to the Board as a whole.

1. Committees report to the Board and are formed and operated at the discretion of the Board.
2. The CFDC of CIFN Board authorizes the following standing committees:
 - a) Executive Committee
 - b) Audit Committee
3. An ad hoc committee ceases to exist as soon as its task is complete.
4. Board committees will assist the Board in its role by preparing decision-making recommendations and options for Board deliberation.
5. Board committees do not speak or act for the Board except when formally given such authority by the Board for specific and time limited purposes. Such authority will be carefully stated in order not to conflict with the authority of the Board Chair, or with the authority delegated to the General Manager.
6. Board committees do not have authority over CFDC of CIFN employees. Because the General Manager reports to the Board as a whole, he or she will not be required to obtain approval of a Board committee before an executive action. In keeping with the Board's broader focus, Board committees will not interfere with CFDC of CIFN operations.
7. In addition to bringing to a Board committee the relevant expertise held by a specific Board member(s), utilization of other Board members is encouraged, thereby supporting Board development. However, regardless of expertise, Board members may not be appointed to Board committees if a conflict of interest is created by doing so.

8. Board committees will consist of Board members only; no external members shall be appointed. The term of appointment to standing committees is one year; reappointments may be made.

9. Board members appointed to a Board committee must not lose sight of their individual responsibilities to the organization as a whole, i.e., those appointed to a committee must continue to focus on the whole corporation and not solely on that part of the organization reflected in the committee's terms of reference.

1.6 Policy: Terms of Reference for the Executive Committee



Effective Date:

TERMS OF REFERENCE - EXECUTIVE COMMITTEE

MANDATE

- (1) The Executive Committee will act on behalf of the Board in emergency or urgent situations.
- (2) The Executive Committee will hold regularly scheduled meetings between Board meetings to provide guidance and advice to the General Manager.
- (3) The Executive Committee will speak publicly on behalf of the Board when required by the Board Chair.
- (4) From time to time, as may be required, address and report on matters not assigned to another Board committee.
- (5) The Executive Committee will hear appeals under the Appeals to the Board policy.

MEMBERSHIP

The Executive Committee comprises of

- The Board Chair;
- The Board Vice-Chair;
- The Treasurer;
- The Secretary

CHAIR

The Executive Committee will be chaired by the Board Chair.

AUTHORITY

The Executive Committee is empowered to act on behalf of the Board. Executive Committee decisions will be reported to the Board at its next regular meeting or in-camera meeting, as appropriate.

MEETINGS

The Executive Committee will meet on a regular basis between Board meetings. Executive meetings for the year will be scheduled in June of each year. Additional meetings may be called on an "as needed" basis at the call of the Board Chair.

ADMINISTRATIVE SUPPORT

The General Manager will provide support to the Executive Committee

1.7 Policy: Terms of Reference for the Audit Committee



Effective Date:

TERMS OF REFERENCE - AUDIT COMMITTEE

Purpose

The purpose of the Audit Committee is to assist the Board in fulfilling its financial, fiduciary and statutory responsibilities related to:

1. Financial Policies;
2. Financial reporting to government and funders;
3. Operating and Capital Budgets;
4. Internal Controls;
5. External Audit;
6. Identification and management of risk;

Committee Membership

The Committee shall be appointed by the Board on an annual basis at the same time of the annual Board elections, for a one-year term. Members may serve any number of consecutive terms.

The Committee shall be comprised of no more than five (5) Board members with a quorum being three members. The Chair and Vice Chair shall be selected annually by the Board from within the Committee. The Chair of the ARM committee, may to the same extent as any other committee member, make motions, engage in debate, or vote on any matter to be decided.

The General Manager shall be an ex-officio non-voting member of the Committee and shall assign an employee to provide administrative support to the Committee.

CFDC of CIFN's finance department shall provide the necessary support to the Committee.

Guiding Principles

The Committee shall be guided by the values of financial integrity and accountability and will conduct itself within the framework of the mission and values of the Corporation. Committee members will at all times strive to maintain direct, open and respectful communications with management, the Board, the Auditor and other parties as appropriate.

Committee Meetings

The Committee will meet 4 times per year with additional meetings at the call of the Chair.

Responsibilities

1. *Financial Policies*

The Committee will review and recommend for approval to the Board policies related to financial matters of the Corporation.

2. *Financial Reporting to Government and Funders*

The Committee will review and recommend to the Board:

- a) Acceptance of the quarterly financial statements and the accompanying management analysis;
- b) Those financial reports requiring Board approval by the Government and Funders;
- d) Responding to Audit and controls request related to CFDC of CIFN operations from the auditor.

3. *Operating and Capital Budgets*

The Committee will review and recommend to the Board Annual Budgets.

4. *Internal controls*

The Committee will review internal control procedures and shall review and recommend to the CFDC of CIFN Board acceptance of correspondence related to internal control, from the external auditor.

5. *External Audit*

The Committee shall be involved and approve the external audit activities including:

- a) Assessing the performance of and recommending the annual appointment of the external auditor;
- b) Meet with CFDC of CIFN's auditor to discuss the annual audited financial statements and auditors report and recommend approval to the Board;
- c) Review of the auditor management letter and management's response.

6. *Identification and Management of Risk*

The Committee will review and assess, in coordination with management, any significant risk with respect to CFDC of CIFN's business including financial and accounting policies or practices.

1.8 Policy: Role of the Board Chair

Effective Date:



Role of the Board Chair

The role of the Chair is, primarily, the integrity of the Board's process and, secondarily, representation of the Board when required to outside parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances.

1. The Board behaves consistent with its own rules, governance policies, and Bylaws, and those requirements imposed upon it by legislation.
 - i) Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, to monitor, or (for the Board's development) to learn about.
 - ii) Deliberation will be fair, open and thorough, but also efficient, timely, orderly and kept to the point.
 - iii) The Board Chair is responsible for ensuring the above is adhered to.
2. The authority of the Chair consists in making decisions that fall within the topics covered by Board Governance policies and the Board – General Manager Relationship policy, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - i) The Chair is empowered to chair Board and Executive Committee meetings with all the commonly accepted power of that position (e.g. ruling, recognizing) consistent with the Board's Bylaws and governance policies.
 - ii) The Chair is responsible for determining, in collaboration with the General Manager, the Board agenda.
 - iii) The Chair, Vice Chair, or delegate has responsibility for signing such contracts, documents or instruments that require his or her signature.
 - iv) The Chair will ensure periodic review of the Board's performance based on self-evaluation of Board functioning and effectiveness.
 - v) The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the General Manager.
 - vi) From time to time, the Chair may also serve as a nonpartisan colleague with whom the General Manager can discuss issues, problems, concerns which may be sensitive or confidential in nature.

vii) The Chair may represent the Board to outside parties in announcing Board - stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.

viii) The Chair has a distinct role in addressing the ethical conduct of Board members (see Code of Conduct and Ethical Conduct Board policy).

3. In the absence of the Chair, the Vice-Chair will assume these responsibilities.

1.9 Policy: Code of Conduct & Ethical Conduct

Effective Date:



A. Code of Conduct

Effective governance of Community Futures Development Corporation of Central Interior First Nations is contingent on its Board members fulfilling their roles and responsibilities with the highest standards of conduct. The following outlines the minimum standard of conduct demanded of all CFDC of CIFN Board members:

- (a) **Duty of Integrity** - to comply with the fiduciary duties of a Board member, to act honestly and in good faith in this position of trust.
- (b) **Duty of Loyalty** - to give his or her loyalty to the Corporation when acting as a member of the Board, responsible primarily to the welfare of Community Futures Development Corporation of Central Interior first Nations.
- (c) **Duty of Care** - to act in a prudent and diligent manner, keeping himself or herself informed as to the policies, business, and affairs of CFDC of CIFN, and to regularly attend meetings, adequately prepared for the duties expected.
- (d) **Duty of Confidentiality** - notwithstanding the need of members to make an informed decision on an issue before the Board by obtaining input from internal and external communities, members are to ensure that information, which is normally considered confidential, (i.e., financial, legal and personnel issues) remains so.
- (e) **Duty of Skill** - to use one's level of knowledge and one's expertise effectively in dealing with the affairs of CFDC of CIFN.
- (f) **Duty of Respect** - Board member conduct should reflect social standards of courtesy, respect, and dignity.
- (g) **Duty to Comply with the Law**
 - (i) Board members should always act in full compliance with both the letter and the spirit of all applicable laws.
 - (ii) In his/her relationship with the organization, no Board member should commit or condone an unethical or illegal act or instruct another Board member, employee, or client to do so.
 - (iii) Board members are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice. If in doubt, Board members are expected to ask for clarification.
 - (iv) Falsifying any record of transactions is unacceptable.

(v) Board members should not only comply fully with the law but should also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.

(h) Duty to Inform – Board members must inform the Board Chair of any circumstance that may have a negative or harmful effect on their respective abilities to perform the duties required of their membership on the Board.

Conduct of members contrary to the above duties may be subject to review by the Board and subsequent punitive action as per B.10 Breach in the Ethical Conduct section below.

B Ethical Conduct

B.1 Conflict of Interest

(i) In general, a conflict of interest exists for Board members who use their position at the organization to benefit themselves, friends or families.

(ii) A Board member should not use his or her position with the organization to pursue or advance the Board member's personal interests, the interests of a related person ("related" person means a spouse, child, parent or sibling of a Board member), the Board member's business associate, corporation, union or partnership, or the interests of a person to whom the Board member owes an obligation.

(iii) A Board member should not directly or indirectly benefit from a transaction with the organization over which a Board member can influence decisions made by the organization.

(iv) A Board member should not take personal advantage of an opportunity available to the organization unless the organization has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.

(v) A Board member should not use his or her position with the organization to solicit clients for the Board member's business, or a business operated by a close friend, family Board member, business associate, corporation, union or partnership of the Board member, or a person to whom the Board member owes an obligation.

(vi) Every Board member should avoid any situation in which there is, or may appear to be, potential conflict which could appear to interfere with the Board member's judgment in making decisions in the organization's best interest. "Conflict" means a conflict of interest or apparent conflict of interest; "apparent" conflict of interest means any situation where it would appear to a reasonable person that the Board member is in a conflict-of-interest situation.

(vii) There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favours, or kickbacks from suppliers and/or clients, close or family relationships with outside suppliers, passing confidential information to competitors or other interested parties or using privileged information inappropriately. The following are examples of the types of conduct and situations that can lead to a conflict of interest:

- influencing the organization to lease equipment from a business owned by the Board member's spouse;

- influencing the organization to allocate funds to an institution where the Board member or his or her relative works or is involved;
- participating in a decision by the organization to hire or promote a relative of the Board member;
- influencing the organization to make all its travel arrangements through a travel agency owned by a relative of the Board member;
- influencing or participating in a decision of the organization that will directly or indirectly result in the Board member's own financial gain.

(viii) A Board member should fully disclose all circumstances that could conceivably be construed as conflict of interest.

(ix) The fact that a Board member is a member of a Band or a Native organization which has made an application for financial assistance shall not constitute a conflict of interest. The beneficial interest accruing to an employee or Board member in respect to a Band Owned project or an Indian organization simply because they are a member of the band does not constitute a conflict of interest.

B.2 Disclosure

- (i) Full disclosure enables Board members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.
- (ii) A Board member should, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict (preferably in writing) to the Board Chair. This requirement exists even if the Board member does not become aware of the conflict until after a transaction is complete.
- (iii) If a Board member is in doubt whether a situation involves a conflict, the Board member should immediately seek the advice of the Board Chair. If appropriate, the Board may wish to seek legal advice.
- (iv) Unless a Board member is otherwise directed, a Board member should immediately take steps to resolve the conflict or remove the suspicion that it exists.
- (v) If a Board member is concerned that another Board member is in a conflict-of-interest situation, the Board member should immediately bring his or her concern to the other Board member's attention and request that the conflict be declared. If the other Board member refuses to declare the conflict, the Board member should immediately bring his or her concern to the attention of the Board Chair. If there is a concern with the Board Chair, the issue should be referred to the Executive Committee of the Board.
- (vi) A Board member should disclose the nature and extent of any conflict at the first meeting of the Board after which the facts leading to the conflict have come to that Board member's attention. After disclosing the conflict, the Board member:
 - should not take part in the discussion of the matter or vote on any questions in respect of the matter (although the Board member may be counted in the quorum present at the Board

meeting);

- should immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and

- should not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.

(vii) If a Board member is ruled by the Board Chair to be in a conflict of interest but does not voluntarily comply with the relevant conflict of interest actions in B.2(vi) above, then the Board Chair may require that Board member to either comply or be considered in breach of Board bylaws and subject to immediate Board action under B.10 below.

B.3 Outside Business Interests

(i) Board members should declare possible conflicting outside business activities at the time of appointment. Notwithstanding any outside activities, Board members are required to act in the best interest of the organization.

(ii) No Board member should hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or Board member in an organization in a material relationship with the organization, where by virtue of his or her position in the organization, the Board member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the organization, unless that interest has been fully disclosed in writing to the organization.

(iii) A "significant financial interest" in this context is any interest substantial enough that decisions of the organization could result in a personal gain for the Board member.

(iv) These restrictions apply equally to interests in companies that may compete with the organization in all its areas of activity.

B.4 Confidential Information

(i) Confidential information includes proprietary technical, business, financial, legal, or any other information which the Corporation treats as confidential.

(ii) Board members should not, either during or following the termination of an appointment, disclose such information to any outside person unless authorized.

(iii) Similarly, Board members should never disclose or use confidential information gained by virtue of their association with the Corporation for personal gain, or to benefit friends, relatives or associates.

(iv) If in doubt about what is considered confidential, a Board member should seek guidance from the Board Chair or the General Manager.

B.5 Investment Activity

(i) Board members should not, either directly or through relatives or associates, acquire or dispose of any interest, including publicly traded shares, in any company while having undisclosed confidential information obtained in the course of work at the organization which could reasonably affect the value of such securities.

B.6 Outside Employment or Association

(i) A Board member who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the organization interests, should discuss the implications of accepting such a position with the Board Chair recognizing that acceptance of such a position might require the Board member's resignation from the Corporations Board.

B.7 Entertainment, Gifts and Favours

(i) It is essential to fair business practices that all those who associate with the organization, as suppliers, contractors or Board members, have access to the organization on equal terms.

(ii) Board members and members of their immediate families should not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the organization. Any firm offering such inducement should be asked to cease.

(iii) Similarly, no Board member should offer or solicit gifts or favours to secure preferential treatment for themselves or the organization.

(iv) Under no circumstances should Board members offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Board member experiencing or witnessing such an offer should report the incident to the Board Chair immediately.

(v) Gifts and entertainment should only be accepted or offered by a Board member in the normal exchanges common to established business relationships for the organization. An exchange of such gifts should create no sense of obligation on the part of the Board member.

(vi) Inappropriate gifts received by a Board member should be returned to the donor.

(vii) Full and immediate disclosure to the Board Chair of borderline cases will always be taken as good-faith compliance with these standards.

B.8 Use of The Organization's Property

(i) A Board member should require the Corporation's approval to use property owned by the organization for personal purposes, or to purchase property from the Corporation unless the purchase is made through the usual channels also available to the public.

(ii) Even then, a Board member should not purchase property owned by the organization if that Board member is involved in an official capacity in some aspect of the sale or purchase.

B.9 Responsibility

(i) The Corporation should behave, and be perceived, as an ethical organization.

(ii) Each Board member should adhere to the minimum standards described herein and in the Corporation's code of conduct, and to the standards set out in applicable policies, guidelines, or legislation.

(iii) Integrity, honesty, and trust are essential elements of the organization's success. Any Board member who knows or suspects a breach of the Corporation's code of conduct and ethics has a responsibility to report it to the Board Chair.

(iv) To demonstrate determination and commitment, each Board member should review and declare compliance with the organization's code of conduct and ethics annually.

B.10 Breach

(i) If a Board member is found to have breached his/her duty by violating the minimum standards set out in these policies, the Board may, in respect of that member, take any action permitted by law, including:

a) By resolution of the Board, request that member to resign from the Board;

(ii) Within 7 days, a Board member may appeal a sanction to the full Board, in writing, and the decision of the Board shall be final.

B.11 Where to Seek Clarification

(i) The Board Chair is responsible for providing guidance on any item concerning the code of conduct and standards of ethical behaviour, consulting professional expertise as necessary in order to do so.

1.10 Policy: Board Performance Evaluation

Effective Date:



Board Evaluation Policy

The community Futures Development Corporation of Central Interior First Nations is committed to following “best practices” in board governance. An essential part of sound governance is the practice of undertaking a board self-evaluation on a consistent basis.

The purpose of the Board self-evaluation is to give all Board members an opportunity to evaluate and discuss the Board’s performance with candor and from multiple perspectives. The evaluation is particularly helpful when the Board is not functioning at an optimal level but may also be useful when the Board is functioning well as a way to ensure continuous improvement in the way the Board conducts its business.

The Board believes the evaluation will lead to a closer working relationship among Board members, greater efficiency in the use of the Board’s time, and increased effectiveness of the Board as a governing body.

Procedures

The Board Self-Evaluation will be initiated no less than every three years or at the discretion of the Board Chair. Copies of the evaluation form will be distributed to each Board Member approximately four weeks before the scheduled self-evaluation. Board members shall complete the forms and return them to the Board Chair or board designee within two weeks of receipt of the forms.

Results will be tabulated and analyzed and will be presented to the Board at the next Board meeting. The Board may also receive input from the General Manager and other senior staff.

The Board will discuss areas that are working well, and those that need attention. The Board will then decide if changes in its governance practices and policies need to be made going forward. The General Manager together with the Board Chair will implement the necessary changes.

1.11 Policy: General Manager Performance Evaluation



Effective Date:

GENERAL MANAGER EVALUATION

The CFDC of Central Interior First Nation's Board will evaluate the performance of the General Manager annually based on goals and objectives and other appropriate criteria agreed to by the General Manager and the Board of Directors. The primary purpose of the evaluation will be to maintain high quality administrative leadership.

The evaluation should also:

1. Clarify to the General Manager his or her role, as seen by the Board.
2. Clarify to Board members the General Manager's role, according to the Board's written criteria, as expressed in the Corporation's goals and objectives.
3. Foster an understanding among Board members of the evaluation process and the General Manager's current performance objectives and priorities.
4. Develop and sustain a harmonious working relationship between the Board and the General Manager.

Procedure

The Board Chair will be responsible to evaluate the performance of the General Manager each year. The Chair will seek input from the Board and may seek input from employees and clients.

While the Board Chair may request input from others, only one evaluation form will be discussed with the General Manager and then retained in a sealed envelope in the General Manager's personnel file.

1.12 Policy: Director Reimbursement & Expense



Effective Date:

Remuneration and expenses of Board Members

A. No remuneration will be paid to Board members of Community Futures Development Corporation of Central Interior First Nations.

B. Each member of the Board shall be reimbursed by CFDC of CIFN for any reasonable travelling and other out-of-pocket expenses necessarily incurred by him/her in discharging duties as a Board member.



1.13 Policy: Indemnification

Effective Date:

INDEMNIFICATION

A. Every Board Member, Officer of the Board, and Officer of CFDC of CIFN, including their heirs, executors and administrators, and estate and effects, respectively, shall from time-to-time, and at all times, be indemnified and saved harmless, out of funds of the Corporation, from and against:

(1) All costs, charges and expenses whatsoever sustained or incurred by a member or officer in or about any action, suit or proceeding which is brought, commenced or prosecuted against such member or officer, for or in respect of any act, deed, matter or thing whatsoever, made, done, permitted, or omitted by that member or officer, in or about the execution of the duties performed by that individual as a Board member or officer or officer of the Corporation.

(2) All other costs, charges and expenses sustained or incurred in or about or in relation to the affairs of the Corporation; except such costs, charges or expenses as are occasioned by the Board member's/officer's or Corporation's officer's own wilful neglect or default.

(3) The Board Chair and Vice Chair are Officers of the Board.

(4) The Officers of the Corporation are the General Manager, and others so designated by the Board from time to time.

1.14 Policy: Ends – Mission, Vision, Values



Effective Date:

ENDS

1.0 MISSION STATEMENT

Promoting regional economic growth through business development services and training by supporting Indigenous communities and entrepreneurs to become financially independent.

2.0 VISION STATEMENT

To be recognized as a regional leader in community economic development

3.0 VALUES

- Transparency
- Accountability
- Empowerment
- Diversity
- Respect
- Teamwork

1.15 Policy: Board – General Manger Relationship



Effective Date:

BOARD-GENERAL MANAGER RELATIONSHIP

In addition to providing CFDC of CIFN with a vision and defining what constitutes inappropriate staff practices, the Board must set policies and guidelines about how it relates to the General Manager.

These policies and guidelines include but are not limited to:

- the Board's approach to delegation
- its views of the General Managers role
- How it will conduct and assess the General Manager's performance.

The General Manager is the link between the Board and the CFDC of CIFN staff. In essence, the General Manager is the board's sole employee.

The only specified duty of the General Manager is to be accountable to the entire Board for the performance of the Corporation and how well it is meeting the Mission and Strategic Goals.

This maintains accountability while allowing the General Manager a great deal of latitude to act and to empower others to act. This includes the authority to develop and implement policies for the Corporation.



1.16 Policy: Executive Limitations

Effective Date:

EXECUTIVE LIMITATIONS

While the Board prescribes the mission/ vision/values and strategic goals it wants CFDC of CIFN to achieve, it only sets limits on the means with which the General Manager operates.

These limits are principles of prudence and ethics that form a boundary on the General Manager's practices, activities, circumstances and methods.

In Executive Limitations policies, the Board states clearly what the Board will not allow, but it is otherwise silent regarding the General Manager's actions. This empowers the General Manager to use his/her full creative powers while at the same time safeguarding against potential abuses, enabling the Board to concentrate its energies on strategic governance issues.

Notwithstanding the above, included under the Executive Limitations umbrella are those policies the Board must or should reserve for itself due to legal or legislative requirements, as well as those that will have a high impact either legally, financially, or on the reputation of the Institute.

The Executive Limitations imposed on the General Manager of CFDC of CIFN include:

GENERAL EXECUTIVE CONSTRAINT

The General Manager shall not cause or allow any practice, activity, decision or organizational circumstance which is either illegal, imprudent or in violation of commonly accepted business and professional ethics.

Accordingly, the General Manager shall not:

1. Deal with employees, clients and the community unfairly.
2. Discourage an open climate in the decision-making process.
3. Deviate materially from the Board's Strategic goals, risk fiscal jeopardy or fail to show a generally acceptable level of foresight in budgeting any fiscal period or the remaining part of any fiscal period.
4. Provide information and advice to the Board that has significant gaps in either timeliness, completeness or accuracy.
5. Fail to adequately maintain, or unnecessarily risk, assets.
6. Provide compensation and benefits for staff that deviate materially from the market.
7. Award purchases or other contracts that create a conflict of interest.
8. Impede the mission, values, vision, or prohibit the achievement of CFDC of CIFN's strategic goals.
9. Allow employees to conduct themselves in such a manner that they enter into a conflict of interest with the employer.

PEOPLE TREATMENT

The General Manager shall not:

1. Operate without personnel policies and procedures which clarify employment rules, provide for effective handling of grievances and protect against wrongful working conditions.
2. Discriminate against anyone for expressing a dissenting opinion.
3. Fail to acquaint employees with their responsibilities and rights.
4. Fail to operate in a manner consistent with the CFDC of CIFN's values.
5. Fail to provide a mechanism for reducing stress and uncertainty during organizational change.

BUDGETING/FORECASTING

The General Manager shall not fail to present to the Board for approval a proposed Annual Budget. Furthermore, the development of the proposed budget shall not have:

1. Included too little information to enable accurate projection of revenues and expenses, separation of capital and operational items, and disclosure of planning assumptions.
2. Planned the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Fail to provide the opportunity for a broad base of input.

FINANCIAL CONDITION

Unless direction has been given by the Board through the approval of the annual budget or through a specific Board resolution, the General Manager shall not:

1. Expend more funds than have been received in the fiscal year.
2. Enter into any contracts, expenditures, or outlays that would result in projected deficits, impair long term fiscal viability, or jeopardize normal fiscal flexibility in the future, or otherwise act in ways inconsistent with normal business practices.
3. Make or allow to be made:
 - i) any purchase where prudent steps have not been taken to avoid conflict of interest.
 - ii) any purchases without following prudent purchasing processes.
4. Allow any statutory requirements, payments or filings to be overdue or inaccurately filed.
5. Allow tax receipts to be issued for donations acceptable to the Corporation that do not reflect the fair market value of the gift.
6. Use any long-term reserves/investments of the Corporation.
7. Use any of the financial resources of CFDC of CIFN to contribute to or pay for fund raising events for any political party or candidate for public office.
8. Engage in entrepreneurial activity that is inconsistent with contribution to the overall mission, vision, values and strategic directions of the Corporation in order to generate income.
9. Acquire, encumber or dispose of land or buildings.
10. Settle legal claims exceeding anticipated liability or benefit to the Corporation for amounts in excess of \$50,000 without first consulting with the Board and receiving its direction.

COMMUNICATON AND COUNSEL TO THE BOARD

The General Manager shall not:

1. Neglect to submit monitoring data required by the Board in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
2. Let the Board be unaware of: changes in the assumptions upon which any Board policy has previously been established and relevant trends, anticipated adverse media coverage, actual or anticipated legal actions, and material external and internal changes.

3. Fail to advise the Board if the General Manager is aware of concerns that the Board is not in compliance with its own policies on Governance Guidelines and Board-General Manager Relationship, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the General Manager.
4. Present information in unnecessarily complex or lengthy form.
5. Fail to provide necessary support for official Board or committee communications.
6. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

ASSET PROTECTION

The General Manager shall not:

1. Fail to maintain adequate insurance to protect CFDC of CIFN's assets.
2. Subject equipment to unsafe use, improper wear and tear, or inadequate maintenance within the standard permitted by available funds.
3. Unnecessarily expose the organization, its Board or employees to claims of liability.
4. Receive, process or disburse funds under controls which are insufficient to meet the test of prudent fiscal management.
5. Fail to ensure that assets are protected in a cost-effective manner against misappropriation.
6. Fail to ensure that assets are disposed of in an appropriate manner.
7. Fail to ensure that adequate records are kept to comply with the internal control needs identified by the Corporation's auditor.
8. Fail to ensure that the Board authorizes from time to time by resolution signatories for the Institute's bank accounts, such signatories to reflect the segregation of duties appropriate to CFDC of CIFN's context and ability.

COMPENSATION AND BENEFITS

The General Manager shall not:

1. Change his or her own compensation and benefits.
2. Establish current compensation and benefits which deviate materially from those in comparable Community Futures organizations.
3. Allow employees to be hired without being made aware of appropriate benefits available to them, and of CFDC of CIFN's expectations of them.

EMERGENCY OR TEMPORARY EXECUTIVE SUCCESSION

In order to protect the Board from sudden loss of the General Manager, the General Manager may not have fewer than one other supervisor familiar with Board and General Manager issues and processes.

Furthermore:

- a) When the General Manager has planned absences longer than the normal vacation, the General Manager will make a recommendation to the Board concerning who should act for the General Manager. Normally, the General Manager and the Board will agree on the selection for Acting General Manager.

- b) If the Board determines that the General Manager is unable to perform his/her duties and responsibilities, the Board may appoint an Acting General Manager. Any “interim General Manager” appointed by the Board will be referred to as the Acting General Manager.
- c) If it becomes necessary for the Board to appoint an Acting General Manager, the Board is not limited to the candidates identified by the General Manager.

ADDITIONAL POLICY AREAS REQUIRING BOARD APPROVAL

In addition to the policy areas of Board-General Manager Relationship, Executive Limitations, and Governance Guidelines, the Board may be required by legal or legislative circumstances to reserve for itself certain other policies. The Board may also desire to reserve policy approval for itself in areas of high impact either legally, financially, or on the reputation of the Institute. Accordingly, the General Manager may not independently approve policies in areas the Board from time-to-time may stipulate it reserves for itself, or where there is a legal or legislative requirement for a specific policy to receive approval by the Board. This executive limitation does not prevent the General Manager from recommending to the Board that it address the approval of a particular policy.



1.17 Policy: Policy Development & Approval

Effective Date:

POLICY DEVELOPMENT AND RESPONSIBILITY

CFDC of CIFN policies assist the corporation in fulfilling its mission, vision, values and strategic goals. They provide uniform guidelines and interpretation across the corporation for governance and decision making, and for regulating individual and organizational actions and conduct.

All policies will fall within one of the following two development/approval categories:

- a) Board of Governors
- b) General Manager

Reasonable and appropriate opportunities for feedback from those directly affected by a proposed policy will be provided in the development of new policies and when undertaking substantive amendments (as opposed to “housekeeping” updates).

Internal departments may develop procedures relevant to their areas, but these procedures will not be called policies and must be consistent with and support corporation policies. In case of a conflict between a department’s procedures and a CFDC of CIFN policy the Corporation’s policy will take priority.

CFDC of CIFN’s policies will be maintained by the General Manager.



1.18 Policy: Employment of Board Members

Effective Date:

EMPLOYMENT OF BOARD MEMBERS

CFDC of CIFN recognizes that from time to time there may be a need, or it may be in the Corporation's interest, to employ or contract an individual who is serving on the Board of Directors. While such an event is infrequent, it is important that conflict of interest and other issues, real or perceived, of potential concern be addressed. Therefore, the following policy guidelines will apply to the employment, by CFDC of CIFN Board members.

Employment for Less than Four Months (or equivalent in a fiscal year)

In the case of employment for less than four months the following shall apply:

1. Where the General Manager deems a Board member to be the best suited individual for the employment in question, CFDC of CIFN may employ a Board member.
2. Preferential treatment will not be given to a Board member in the recruitment/selection process. CFDC of CIFN will appoint the most relevantly qualified and available applicant who meets the needs of the position.
3. A Board member who is considering employment will not place himself/herself in a conflict of interest by being party to discussion about any aspect of the position, including creation of the position, the position description, the hiring process, etc.
4. The General Manager and the Board member must inform the Board Chair in advance of the appointment. In the case of the Board Chair, the vice chair will be informed.

Employment Greater Than Four Months (or equivalent in a fiscal year)

In the case of a continuing position, or a part time or contract position with duration longer than four months, the following shall apply:

1. The Board member must inform the Board Chair of his/her intention to apply or that he/she is interested in the position at the earliest possible opportunity. Where the Board member is the Chair, he/she must inform the Vice Chair.
2. Where the General Manager deems a Board member to be the best suited individual for the employment in question, CFDC of CIFN may employ a Board member.
3. Preferential treatment will not be given to a Board member in the recruitment/selection process. CFDC of CIFN will appoint the most relevantly qualified and available applicant who meets the needs of the position.

4. A Board member who is considering employment will not place himself/herself in a conflict of interest by being party to discussion about any aspect of the position, including creation of the position, the position description, the hiring process, etc.
5. If the General Manager intends to hire a Board member, the appointment offer to that Board member must be conditional upon the member resigning his/her Board appointment. The General Manager must inform the Board Chair of the Corporation's intent.
6. If a Board member accepts a position of greater than four months duration, the member must immediately resign from the Board. In no circumstance will a Board member be an employee and remain a Board member at CFDC of CINF.

1.19 Policy: Appeals to the Board

Effective Date:



APPEALS TO THE BOARD

This policy applies to the Board when dealing with appeals as permitted under CFDC of CIFN policies, procedures and bylaws.

1. The General Manager shall provide written notification of any and all decisions that may be permitted to be appealed. Such notification shall clearly indicate the rationale for the decision that was made.
2. Any person who wishes to appeal a decision to the Board must do so in writing within 10 working days of the decision.
3. The only grounds for appeal are:
 - a. Due process was not followed, i.e., a flaw occurred in due process or procedures.
 - b. Important new evidence, missing or not available at the time of the General Manager's decision, that may have affected the decision,
 - c. The decision was inconsistent with the principles of natural justice.
4. The Board Executive Committee will hear the appeal, and the appellant will attend the hearing. The hearing will be held in camera and the principles of natural justice will apply.
5. All submissions and decisions must be presented in writing.
6. The Board Executive Committee will issue its decision on behalf of the Board.