

DRAFT FOR DISCUSSION

LANDS ADVISORY BOARD

RULES & PROCEDURES

(consolidation of rules approved as of June 2017)

These Rules & Procedures guide the conduct of the **Lands Advisory Board** (“the Board”) established under the authority of the ***Framework Agreement on First Nation Land Management*** (“the Framework Agreement”).

The Framework Agreement authorizes the Board to adopt these Rules & Procedures (see 39.2 of the Framework Agreement).

The Board has ongoing authority to amend these Rules & Procedures in accordance with the process set out in this document. Updates will be published on the Lands Advisory Board website.

These Rules & Procedures also guide the Finance Committee and the conduct of elections by the Electoral Officer.

1.0 INTERPRETATION

1.1 In these Rules & Procedures:

Board means the Lands Advisory Board contemplated by section 38 of the Framework Agreement and whose functions are described in section 39 of the Framework Agreement.

Chair means the Chair of the Board unless otherwise specified.

Director means a director of the Board.

Electoral Officer means the independent officer appointed by the Board to oversee electronic votes to elect Directors of the Board.

Framework Agreement means the Framework Agreement on First Nation Land Management concluded between Her Majesty in right of Canada and the First Nations on February 12, 1996, and includes any amendments made pursuant to its provisions.

Region means, as the context requires, all or any one of the regions represented on the Board by elected Directors.

2.0 BOARD OF DIRECTORS

2.1 The Board is comprised of the Chair and the Directors elected in accordance with these Rules and Procedures.

2.2 Directors will be elected in each of the following Regions:

- a) British Columbia Region
- b) Prairie Region which includes the provinces of Alberta, Saskatchewan and Manitoba;
- c) Eastern Region which includes all provinces east of Manitoba; and
- d) Any First Nations in Yukon that ratify the Framework Agreement shall be added to the British Columbia Region, and any First Nations in the Northwest Territories that ratify the Framework Agreement shall be added to the Prairie Region.

2.3 Each Region will be eligible for a minimum of three Directors to a maximum of five Directors calculated as follows:

- (a) Three Directors in a Region where 8 or fewer First Nations have ratified the Framework Agreement;
- (b) Four Directors in a Region where 9 up to 14 First Nations have ratified the Framework Agreement; and
- (c) Five Directors in a Region where 15 or more First Nations have ratified the Framework Agreement.

2.4 In the Prairie Region, at least one Director will be elected to represent Manitoba and for greater certainty only First Nations in Manitoba will nominate and vote for Directors in Manitoba.

2.5 Individuals are eligible to be a Director in a Region if:

- (a) they are members of a First Nation in that Region;

(b) their First Nation has ratified the Framework Agreement by voting in favour of a land code; and

(c) they are over the age of 18 years at the time they are nominated for election as a Director.

2.6 The Directors will select the Chair by majority vote at a duly convened meeting of the Board using the voting procedure agreed upon at that meeting.

2.7 Individuals over the age of 18 years are eligible to be the Chair whether or not they are eligible to be a Director.

3.0 TERM OF OFFICE

3.1 A Director holds office for a three year term commencing at the end of the Annual Meeting following the conclusion of the voting process at which he or she was elected as a Director and continuing until the end of the third Annual Meeting following his or her election as a Director.

3.2 The term of office for the Chair shall be decided by majority vote of the Directors at the time the Chair is elected.

3.3 If the Chair resigns or is unwilling or unable to discharge the duties of office, the Directors will select a new Chair to serve during the remaining term of office.

3.4 If a Director resigns or is unwilling or unable to discharge the duties of office:

(a) the vacancy will be filled on an interim basis by a person appointed by the Directors if less than a year remains in the term of office; and

(b) the vacancy will be filled by an election if a year or more remains in the term of office.

4.0 FINANCE COMMITTEE

4.1 The Finance Committee is the executive committee of the Board and as such is responsible for the management of fiscal, human and technological resources required to achieve the strategic objectives of the Board.

4.2 The Finance Committee will establish policies and procedures to achieve the strategic objectives of the Board and in particular policies regarding human resources and financial management.

4.3 The Finance Committee is responsible for overseeing the preparation of annual budget and financial statements, overseeing administration, allocation and

disbursement of financial resources and advising the Board on significant financial matters.

4.4 The Chair of the Finance Committee and members of the Finance Committee will consist of a minimum of four and up to seven Directors chosen by the Board.

4.5 The Directors who are selected as members of the Finance Committee are also the members and directors of the First Nation Land Management Resource Centre Inc.

4.6 If there are more nominees for the Finance Committee than the number of members of the Finance Committee:

(a) the Directors will select the Chair of the Finance Committee and members of the Finance Committee by majority vote at a duly convened meeting of the Board using the voting procedure agreed upon at that meeting;

(b) the Chair will manage the vote for the Chair of the Finance Committee and members of the Finance Committee;

(c) The Chair will have final authority to decide the outcome in the event of disagreement amongst the Directors regarding the selection of the Chair of the Finance Committee and members of the Finance Committee.

4.7 Only Directors are eligible to be members of the Finance Committee.

4.8 The members of the Finance Committee, including the Chair of the Finance Committee, will serve three year terms unless they cease to be Directors during that three year period in which case their position on the Finance Committee becomes vacant.

4.9 If a member of the Finance Committee ceases to be a Director, resigns or is unwilling or unable to discharge the duties of office, the Board will select another Director to serve during the remaining term of office.

4.10 The Chair is eligible to attend meetings of the Finance Committee in an advisory capacity but will not vote on decisions of the Finance Committee nor serve as a director of the First Nation Land Management Resource Centre Inc.

4.11 The Chair of the Finance Committee is authorized to sign audits to ensure timely completion of those audits.

5.0 ELECTORAL OFFICER

5.1 The Board will appoint, for such term as the Board may specify, an independent Electoral Officer who will be responsible for the conduct of elections for Directors.

5.2 The Electoral Officer will not be a member of the staff of the First Nation Land Management Resource Centre Inc.

5.3 If an Electoral Officer resigns or is unwilling or unable to discharge the duties of office, the Board will appoint a new Electoral Officer.

5.4 The Board will have ongoing authority to consider and approve an electronic voting process for the election of Directors based on recommendations submitted from time to time by the Electoral Officer.

5.5 If an electronic voting process is not established or electronic systems are unavailable, the Board may establish rules and procedures for voting other than by electronic means in consultation with the Electoral Officer.

5.6 The Board will advise the Electoral Officer of upcoming vacancies on the Board for which elections may be required sufficiently in advance of the Annual Meeting to permit the Electoral Officer to arrange for electronic nominations and to complete electronic voting for Directors prior to the Annual Meeting.

5.7 The Electoral Officer may submit to the Finance Committee for their consideration a budget to promote awareness of election procedures and other measures required to facilitate voting by First Nations which have ratified the Framework Agreement.

5.8 The Electoral Officer will prior to Annual Meetings provide election reports to the Board regarding election processes, including such matters as the number of nominations and voting First Nations and any recommendations for improving the election process.

6.0 ELECTION OF DIRECTORS

6.1 At least eight weeks before an Annual Meeting, the Electoral Officer will notify signatory First Nations of the number of Directors to be elected for that Region in the current calendar year and will:

(a) advise those First Nations regarding the electronic or other process for submitting nominations;

(b) call for nominations to be submitted to the Electoral Officer supported by a Council resolution or a letter signed by a quorum of Council; and

(c) specify the date and time for close of nominations.

6.2 Each First Nation that has ratified the Framework Agreement within a Region is entitled to nominate one eligible person for each Director position to be filled in that Region.

6.3 The Electoral Officer will advise a First Nation and its Chief if a nomination does not comply with requirements established in these Rules and Procedures or other requirements established by the Electoral Officer.

6.4 A First Nation may submit a revised nomination prior to the date for close of nominations.

6.5 The Electoral Officer may publish the names of individuals who have been nominated for consideration as a Director prior to the date for close of nominations.

6.6 If the number of nominees is equal to or fewer than the number of Director positions available in the Region, the Electoral Officer will declare the nominees elected, publish the results in the relevant Region and inform the Chair of the results.

6.7 if the number of nominees is greater than the number of Director positions available in the Region, the Electoral Officer will, at least four weeks before an Annual Meeting, notify First Nations of the vote for that Region and will:

- (a) advise those First Nations regarding the electronic or other process for voting, including the procedure for an individual authorized by the First Nation to cast an electronic vote, submit a ballot or other means for voting;
- (b) identify the individuals who have been nominated; and
- (c) specify the date and time for close of voting.

6.8 After the close of voting, the Electoral Officer will publish the results of the vote in the relevant Region and advise the Chair of the results of the vote.

6.9 In the event of a tie vote, there shall be a run-off election amongst the tied candidates in a manner to be determined by the Chair.

6.10 The Chair may consult with the tied candidates regarding their preferences for a run off election but the Chair has sole authority to decide how the run off election will proceed.

6.11 The Chair will, in a manner determined by the Chair, report the results of any run off election as soon as possible after the run off election is concluded.

6.12 If the Chair is not available to perform any or all duties related to elections, those duties will be performed by the Chair of the Finance Committee.

7.0 APPEALS - ELECTION OF DIRECTORS

7.1 All questions of interpretation and application of nomination and voting procedures will be determined by the Electoral Officer who will report his or her ruling to the individual who submitted the question as well as to the Chair.

7.2 The Electoral Officer's ruling may be appealed for final determination by the Board.

7.3 To preserve the secrecy of voting by individual First Nations, any appeal of the rulings of the Electoral Officer and any appeal of a vote will be heard *in camera* by the Board.

7.4 Any Director who has appealed a vote, or whose election may be affected by an appeal shall not participate in the deliberations or decisions of the Board regarding that appeal.

8.0 ANNUAL MEETING

8.1 An annual meeting shall be held in each fiscal year at a time and place to be determined by the Chair and the Finance Committee.

8.2 Every First Nation signatory to the Framework Agreement is eligible to attend the Annual Meeting, but the Board is not obligated to provide funding to assist with the cost of attending the Annual Meeting.

8.3 The Chair will preside at the Annual Meeting but if the Chair is absent or unavailable, the Chair of the Finance Committee will preside. If neither is available, the Board will select a Director to preside.

8.4 The Board will determine the agenda for the Annual Meeting which may include matters such as:

- (a) reports on elections of Directors;
- (b) proposed resolutions for consideration by First Nations;
- (c) financial updates; and
- (d) reports of the Finance Committee.

9.0 SPECIAL MEETINGS

9.1 The Chair, in consultation with the Finance Committee, may call a Special Meeting of the Board at any time and place after giving reasonable notice to the Directors of the matters to be discussed.

9.2 The Board may decide to invite First Nations, technical experts or others to attend a Special Meeting.

9.3 The Board may decide that only Directors may attend all or part of a Special Meeting where, for example, sensitive political, personnel or other organizational matters will be discussed.

9.4 Any Director of the Board and any Chief of a First Nation that has ratified the Framework Agreement may request a Special Meeting, but the decision to call a Special Meeting rests with the Chair after consulting the Finance Committee.

10.0 RESOLUTIONS AT ANNUAL AND SPECIAL MEETINGS

10.1 A signatory First Nation may, at least one week prior to an Annual Meeting or a Special Meeting, submit a proposed resolution to the Chair for consideration at the meeting.

10.2 The Board may by resolution extend to any First Nation that has ratified the Framework Agreement or to any First Nation that has signed the Framework Agreement voting privileges on any proposed resolutions presented at the meeting.

10.3 Where a vote is held on a proposed resolution, either:

- (a) The Chief or a Councillor of that First Nation may vote on the resolution in person at the meeting; or
- (b) The Chief or a quorum of Council may, by written notice designate a proxy to vote on any resolution on their behalf.

10.4 A proxy is terminated in either of the following cases:

- (a) the proxy is cancelled by the Chief or quorum of Council of the relevant First Nation by written notice; or
- (b) the proxy is validly assigned to another individual in accordance with any rules established for assigning proxies.

10.5 Individuals may hold only one proxy in addition to their own voting rights.

10.6 A staff member of the First Nation Land Management Resource Centre Inc. is not eligible to hold a proxy.

11.0 AMENDMENTS

11.1 The Board may amend these Rules and Procedures by resolution of the Board at a duly convened meeting of the Board after providing written notice to the Directors that the meeting will include discussion of these Rules and Procedures and indicate the provisions intended to be discussed together with any options to be placed before the Board.

12.0 FRAMEWORK AGREEMENT

12.1 The Framework Agreement prevails to the extent there is any conflict or inconsistency with these Rules and Procedures.