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ALEXANDER FIRST NATION GOVERNANCE LAW

1. PREAMBLE

As a Governance Task Force, we were instructed to review and recommend redefining the current governance structure for Alexander First Nation. As part of the leadup to this task, the following took place that necessitated the restructuring of the Alexander First Nation Governance Code to better serve the band members of Alexander First Nation;

- Notice of Application between Chief Kurt Burnstick and Respondents (Councillor Armand Arcand, Councillor Marty Arcand, Councillor Allan Paul and Councillor Craig Yellowdirt) dated August 3, 2016. In this application, notice was served to suspend Chief Kurt Burnstick. A BCR was signed to that effect.
- Docket #T-515-16, dated 2016-08-24 stated that Kurt Burnstick was reinstated as Chief of Alexander First Nation. Item #8 states...*"The Alexander First Nation must, within 45 days, hold a referendum within the community regarding the Alexander First Nation Chief and Council Governance Code of September 2015 including any amendments to that Code that are proposed by the Chief or any Councillor, and by the result of that referendum, make the amendments required."*
- Indigenous Affairs Canada imposed the formation of a Management Action Plan for Alexander First Nation due to causes/problems identified as;
 - √ *"Cumulative deficit of \$2,645,994 as of March 2016 or expressed as a ration of -11.24%"*
 - √ *"The First NATION IS IN DEFAULT OF THE Comprehensive Funding Arrangement or of the Canada/First Nation Funding Agreement and"*
 - √ *"Medium risk General Assessment score/rating (GA) as referenced in the January, 2017 INAC assessment."*

One of the items contained in this agreement under the OVERVIEW section was the following;

"WHEREAS: the Alexander First Nation government complies with and adheres to an operating governance structure that defines four (4) elected members of Council to be a quorum who are sanctioned and empowered as stipulated and or implied under the Indian Act and the Alexander Tribal Government Customary Election Regulations to make decisions on all matter of the Alexander First Nation;

- Letter to Minister Carolyn Bennett from Ackroyd, Barristers & Solicitors, dated January 23, 2018, attaching a copy of; *"Alexander First Nation Interim Chief and Council Operating Regulations."*

As a result of the above noted items, the current Chief and Council of Alexander First Nation then assigned the task of reviewing the above documents and formulating a structure that would be acceptable to the members of Alexander First Nation, as well as to the current leadership to a *Governance Task Force* (comprised of Alexander Band Members). The following is a first draft being introduced as *"ALEXANDER FIRST NATION GOVERNANCE LAW"*.

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WHEREAS the power to govern is bestowed by the Creator in a manner that recognizes the unique and special standing created by Alexander's Adhesion to Treaty No. 6 on August 21, 1877 at Fort Edmonton;

WHEREAS these procedures always have to be consistent with natural law, in connection with the Elders who are the keepers of the natural law; and

WHEREAS Elders and members of the Alexander First Nation deem it necessary that our Governance structure be revised and be more in keeping with today's standards.

2. DEFINITIONS

2.1. In these Regulations:

- (a) "*Alexander*" means the Alexander First Nation
- (b) "*Band Offices*" means the location at which the First Nation transacts its day to day business;
- (c) "*Chief*" means the Member elected to the office of Chief pursuant to the Election Regulations of the First Nation:
- (d) "*Confidential Information*" means:
 - (i) information which could prejudice the First Nation's negotiating or financial position if it became publicly available.
 - (ii) information which was provided by a Member in confidence;
 - (iii) information about a Member in respect of which that Member had a reasonable expectation of privacy; and
 - (iv) information which is sought by one Member about another Member, except where the relationship between the two Members is that of parent/guardian and minor child or dependant adult and trustee
- (d) "*Council*" means those Members elected pursuant to the Election Regulations of the First Nation and who hold the office of Chief or Councillor and are empowered to act as the governing body of the First Nation.

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- (e) "*Council's Designate*" means a person appointed by a majority of Council and whose authority may be established by written or oral consent or by a subsequent Council Motion at a Council Meeting at which a Quorum of Council is present.
- (f) "*Council Meeting*" means an assembling of the Council for the purposes of conducting the day-to-day business of the First Nation,
- (g) "*Council Motion*" means a proposal to take a certain action or a question stated by a member of Council to be determined by a Quorum of Council at a Council Meeting, which is evidenced in writing by a band council resolution:
- (h) "*Council Secretary*" means the person appointed by the Council to fulfil the duties and responsibilities as set out in these Regulations and as directed by Council from time to time.
- (i) "*Councillor*" means a Member elected to the office of Councillor pursuant to the Election Regulations of the First Nation:
- (j) "*Elder*" means a person who is aged 65 and older and respected Member knowledgeable in the practices, customs, traditions, and ways of the First Nation.
- (k) "*Enforcement Officer*" shall mean a person who is empowered to carry out the duties as outlined in section 5 of these Regulations;
- (l) "*Minutes*" means a written summary giving the substance of any discussion and the decisions taken at each Council Meeting,
- (m) "*Member*" means a person whose name is registered on the Band Membership List of the Alexander, both on- and off-reserve;
- (n) "*Notice*" means a posting placed in a publicly accessible area of the Band Offices of the First Nation;
- (o) "*Quorum of Council*" means a majority of the whole of Council;
- (p) "*Regulations*" means these Chief and Council Operating Regulations;
- (q) "*Special Meeting*" means an Assembly called for the purpose of receiving information or voting on one or more Motions.

3. GOVERNANCE PRINCIPLES

- 3.1 These Regulations are hereby enforced to formalize and implement a governance structure whose essential values are in the desire of the Members of Alexander to live as a Nehiyo (Cree) Nation, and to recognize the natural laws bestowed by the Creator.

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- 3.2 These Regulations shall at all times recognize and respect that Treaty No. 6 confirmed Alexander's inherent jurisdiction and authority to determine its own laws and governments and, in a manner, set out in traditional and contemporary customs.
- 3.3 These Regulations will be bound by, and connected to, the laws of Her Majesty the Queen in Right of Canada to maintain that government's obligations, duties and responsibilities only as may be required from time to time.
- 3.4 The Council shall operate with specified powers to include the passing of laws, ordinances, statutes, regulations and codes as may be required from time to time, and shall exercise the following prerogatives, subject to Alexander's own laws and regulations:
- a) carrying out plebiscites, referendums. or to obtain the opinion of Members on any matter within the jurisdiction of this Law;
 - b) setting up the general program and operations of the First Nation, including policies and the ratification thereof;
 - c) managing all the First Nations funds in accordance with Alexander's financial codes, as may be amended from time to time;
 - d) Subject to Section 11 of these regulations, supervise all Corporations and Agencies who receive delegated Council powers for a specified purpose;
 - e) Subject to Section 11, to recommend the establishment of, and support boards and/or Committees in daily operations to oversee the policies and operations of any institutions under the authority of Council, with clear powers and duties that are set out in such other laws which sanctioned the institution;
 - f) formalizing relationships and participating in the activities of any other government to benefit the First Nation;
 - g) making recommendations from the community to execute enforce and implement any matters within the scope of these Regulations; and
 - h) Any orders or directions prescribed by the Enforcement Officer.
- (Collectively referred to as the "**Specified Duties**")
- 3.5 The Council shall exercise their Specified Duties in accordance with the laws passed by the Members of Alexander.
- 3.6 In the event of the implementation of Alexander laws that conflict with these Regulations, these Regulations shall govern as to supersede the potential conflict.

4. COUNCIL OBLIGATIONS AND CONDUCT

- 4.1 Council are entrusted with matters which are fundamental to the integrity and continued flourishing of Alexander. Accordingly, the Council shall exercise this Governance Law consistent with:

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- a) the culture, traditions, and values of Alexander as expressed by the ancestors and Elders of Alexander and as exercised by the needs of the First Nation as a dynamic community;
- b) actively participating in Chief and Council activities for the benefit of the Members as a whole, the Treaty No. 6, and inherent rights to sovereignty and self-determination, and not in the service of individual Members or family groups;
- c) that decision-making by consent of a majority of the Chief and Council present at a meeting of Council duly convened;
- d) the statutory and administrative authorities and responsibilities, as set out in the *Indian Act* RSC 1985 c 1-5 and other applicable laws;
- e) the statutory and administrative authorities and responsibilities as set out in Alexander laws;
- f) the common law and fiduciary obligations to manage and administer the property, funds, and other assets of the First Nation in a reasonable, transparent, and accountable manner;
- g) any contractual obligations and responsibilities set out in the terms or Contribution Agreements or other contracts with funding agencies of other governments;
- h) the role of Chief and Council relative to the proper administration of Alexander, recognizing that individual members of Chief and Council are prohibited from harassing, directing or in any way interfering with the administration of the First Nation, including the employment and independent decision-making of Internal Departments, excepting communications that are directed by the Council as a whole;
- i) Complying with the authority of the Enforcement Officer;
- j) reporting obligations as outlined in these regulations; and
- k) when notices are received from any other external agency or organization outside of Alexander for the Chief to attend, all Chief and Council must discuss who shall attend, including the appointment of a proxy by a majority of Chief and Council, in accordance with these Regulations.

4.3 Council shall comply with the following rules and procedures at all regularly scheduled Council meetings:

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- a) all duly convened and regularly scheduled Council Meetings shall be held every Tuesday, and all other meetings shall thereafter be held on such days and at such times as may be necessary to deal with the business of Council and the affairs of the First Nation;
- b) no member of Council may be absent from a Council Meeting for three (3) consecutive duly convened and regularly scheduled Council Meetings without being authorized to do so by a Quorum of Council;
- c) if any member of Council is absent from three (3) consecutive duly convened and regularly scheduled Council Meetings, that member of Council shall be disciplined in accordance with these Regulations;
- d) the Administrator shall summon a special or emergency Council Meeting when requested to do so by a Quorum of Council, and this meeting shall not be deemed to be a regular scheduled meeting; and
- e) the Administrator shall cause to notify each member of Chief and Council of the day, hour and place of the special or emergency meeting.

4.1 Council shall operate in accordance with the following rules of order at all Council Meetings, including:

- a) all matters to be discussed at any duly convened and regularly scheduled meeting must be presented in the form of a Chief and Council Motion by any member of Chief and Council prior to any decision being rendered by a Quorum of Chief and Council on the matter at hand;
- b) no decision of the Chief and Council, or any individual member of Council, shall be binding upon the First Nation unless such decision was rendered at a duly convened or regularly scheduled meeting and approved by a Quorum of Council through a Council Motion and subsequently through signed confirmation of the decision made;
- c) any member of Chief and Council, the Administrator or the Chief and Council's designate, may be appointed as the chairperson at any regular, special or emergency meeting by a majority of Chief and Council; and
- d) the chairperson shall maintain order and decide on all questions of procedure. and for greater certainty Roberts Rules of Order may be used at all duly convened and regularly scheduled Council meetings.

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4.2 The chairperson of all Meetings shall:

- a) open and close Meetings;
- b) ensure agendas are followed;
- c) direct the discussions;
- d) put Council Motions to a vote;
- e) announce decisions;
- f) ensure maintenance of order;
- g) rule on points of order;
- h) adjourn or close debates;
- i) generally do all other things necessary to ensure observance of these Regulations;
- j) ensure Minutes are taken and include the substance of any discussions, motions and decisions made by Chief and Council;
- k) Minutes to be posted within two (2) days (48 hours); and
- l) monitoring attendance by Chief and Council, to ensure that each individual Chief and Council member attends and remains at every duly convened regular, special or emergency meeting.

4.3 All decisions of Council shall be made by a Quorum of Council at a Council Meeting and recorded by a Council Motion.

4.4 If no Quorum of Council is present within one (1) hour after the time for the meeting, the Council Secretary shall take the names of the members of Council present and the Chairperson shall determine whether the meeting is adjourned or whether the meeting shall continue, provided that no Council Motion may be determined without a Quorum of Council being present.

4.5 Upon a Quorum of Council being present or upon a determination made pursuant to section.

4.6 The chairperson shall call the meeting to order.

4.7 The order of business at each Meeting, shall be as follows:

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- a) reading, correcting, and adopting of the Minutes of the previous Council Meeting;
 - b) review reports from Chief and Council on meetings attended, pursuant to 4.1(j) of these Regulations;
 - c) unfinished business,
 - d) new business, including consideration of any reports to Council; and
 - e) adjournments.
- 4.8 Each Chief and Council motion shall be placed before a Chief and Council meeting for consideration, and shall be read by the mover and seconded by a Chief and Council Member
- 4.9 After a Council Motion has been placed before the Council it may only be withdrawn by consent of a Quorum of Council.
- 4.10 When the Chief or Councillor addresses the Chairperson, they shall confine their remarks to the matter then before Chief and Council.
- 4.11 In the event that more than one Councillor decides to speak at one time, the chairperson shall determine who is entitled to speak.
- 4.12 The chairperson may call a Councillor to order while speaking and the debate is suspended until the point of order is determined.
- 4.13 A Chief or Councillor may speak only on a point of order.
- 4.14 All points of order shall be determined by the Chairperson and without debate.
- 4.15 Every member of Chief and Council present when a matter is put to vote shall vote unless excused by a Quorum of Council or unless the Councillor is prohibited from voting by reason of a conflict of interest.
- 4.16 There shall be no proxy voting at regular, special or emergency meetings of Chief and Council.
- 4.17 A Chief or Councillor who refuses to vote is deemed to have voted in favour of the motion.
- 4.18 Each Chief and Councillor present shall announce their vote openly and individually to the Chief and Council and, when so requested by the Chief and Councillor, the Council Secretary shall record the vote in the Council Minutes.

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- 4.19 Any Chief or Councillor may require that the question or Chief and Council Motion under consideration be read for their information at any period in the debate, but not so as to interrupt a Councillor who is speaking.
- 4.20 Council Motions that were defeated can be brought forward as a new Council Motion at a later Council Meeting upon approval of a majority of Chief and Council.
- 4.21 Excepting special circumstances outside of the control of any members of Council, the Chief and Council shall:
- a) hold regular Chief and Council Meetings and deal with Chief and Council business on a timely basis;
 - b) attend all regular, special and emergency Council Meetings;
 - c) attend all meetings when requested by Internal Departments;
 - d) be punctual in respect of their attendance for any meeting;
 - e) shall remain within the meeting and not cause disruptions by answering cell phones or pages in the administration office until the Alexander Chief and Council business has been completed;
 - f) all cell phones or any and all electronic devices shall be turned off by Alexander Chief and Council members during the course of any Alexander Chief and Council meeting;
 - g) exception is made for the electronic device being used by the recording secretary that shall be kept on during the course of any Alexander Chief and Council meeting;
 - h) Remain at meetings until the business for which that meeting has been called is concluded or adjourned;
 - i) Only emergency situations shall be deemed as being an official excuse to Alexander Chief and Council to be absent at Alexander Chief and Council meetings. The definition and nature of the emergency shall be agreed to by the remaining Alexander Chief and Council members not affected by the emergency;
 - j) Keep all matters discussed in a confidential manner, subject to their legal obligations as entered into for the duration of their term on Chief and Council.

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5. ENFORCEMENT

- 5.1. In the event of a breach of these Regulations, these Regulations shall be enforced on a good faith basis between Chief and Council by consensus.
- 5.2. In the event consensus cannot be achieved all decisions must be presented to an Enforcement Officer under this section for prompt resolution.
- 5.3. In the event of section 5.2, Chief and Council must, upon consent of all Chief and Council members, appoint an independent and impartial third-party Enforcement Officer, who must be a non-Member.
- 5.4. If consent cannot be obtained under 5.3, the Tribal Administrator and Financial Officer must appoint an independent and impartial Enforcement Officer, who must be a non-Member.
- 5.5. Remuneration for the Enforcement Officer shall be determined by the Tribal Administrator and Finance Officer, when an Enforcement Officer is appointed under 5.3 or 5.4.
- 5.6. If an Enforcement Officer is appointed under this law, notice shall be provided by the Tribal Administrator or Council Secretary to each individual Chief and Councillor on Chief and Council within ten (10) days of appointment, with such notice including:
 - a) The nature of the alleged breach being examined;
 - b) The name of the Enforcement Officer;
 - c) The expected date for a hearing on the alleged breach of these regulations;
 - d) The expected location for the hearing;
 - e) Any other prescribed requirements set by the Enforcement Officer.
- 5.7. Within twenty-four (24) hours of appointment, the Enforcement Officer shall contact the Chief or Councillor(s) who alleged the breach occurred, and twenty-four (24) hours thereafter, shall contact the Chief or Councillor is who allegedly breached these Regulations.

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- 5.8. Chief and Councillors may make submissions in writing to the Enforcement Officer, but may be required to attend an interview in person at the request of the Enforcement Officer.
- 5.9. The Enforcement Officer shall be empowered to:
- a) Conduct an investigation into the alleged breach of these Regulations;
 - b) Review all records of Chief and Council pertinent to the breach of these Regulations;
 - c) Request an interview with any relevant parties to the alleged breach of these Regulations;
 - d) Subject to the common law, request the disclosure from any relevant parties of any documents that the Enforcement Officer deems as pertinent to the investigation of the alleged breach;
 - e) Retain legal counsel for advice;
 - f) Issue disciplinary measures under section 15 of these Regulations; and
 - g) Make final and binding decisions, outlined within a report to Chief and Council, the Tribal Administrator the Council Secretary and the community.
- 5.10. The Enforcement Officer must conduct the investigation and prepare a report within thirty (30) days from appointment, and must provide a copy of the report to Chief and Council, the Tribal Administrator, Council Secretary, and the community.
- 5.11. Chief and Council or the Tribal Administrator may consent in writing to an extension of the investigation or the publishing of the report, for a period not to extend an additional thirty (30) days.

6. NOTICE:

- 6.1 Any member of Alexander Chief and Council may call Alexander Chief and Council Meetings required pursuant to the laws of the Alexander, these regulations, or as otherwise required by the Alexander from time to time.
- 6.2 Any member of Alexander Chief and Council calling a meeting shall, whenever possible and when time permits, cooperate and consult with the other members of Alexander Chief and Council when calling and scheduling Alexander Chief and Council Meetings.

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- 6.3 Notice shall be given for all Alexander Chief and Council Meetings as prescribed by the Alexander Chief and Council designate in writing at least two (2) days before the Alexander Chief and Council Meeting, and delivered by the Alexander Chief and Council Secretary, or Chief and Council designate.
- 6.4 When an Alexander Chief and Council Meeting is required on short notice, members of Alexander Chief and Council may be summoned to a meeting orally or electronically by any member of Chief and Council or the Administrator.
- 6.5 Program Directors may request meetings by contacting Chief and Council Secretary, pursuant to this section 6.

7. FINANCIAL MANAGEMENT AND CONTROL

- 7.1 Alexander Chief and Council shall ensure all of Alexander's financial resources and assets are managed and controlled in accordance with Alexander financial management codes in place, and all Alexander laws as may be passed or amended from time to time.
- 7.2 Alexander Chief and Council shall ensure that the Alexander Financial Policies and Procedures are developed and implemented to ensure proper management and control of all of Alexander's funds.
- 7.3 Alexander Chief and Council shall ensure effective financial management by:
- a. managing the financial affairs of Alexander with reasonable care and with a view to the long-term best interests of Alexander and its Members;
 - b. ensuring that they are fully informed about the financial responsibilities and resources of Alexander;
 - c. complying with any legislation, funding agreements, and the regulations of government or any funding agencies;
 - d. complying with Alexander laws including Alexander's financial management code, its policies, rules and regulations in place from time to time, and all agreements entered into by Alexander, and, if there is any deviation from these policies, rules and regulations, then to document the decision of the Alexander Chief and Council and the reasons thereof in an Alexander Chief and Council Resolution;
 - e. overseeing the senior managers and ensure that senior managers operate within program budgets and mandates and by taking remedial steps if necessary;

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- f. obtaining professional expertise for financial management and/or investment advice as may be required to ensure the safeguarding of and proper investment of the Alexander's funds are made suitable to the circumstances of the Alexander;
- g. ensuring that financial transactions are recorded in accordance with generally accepted accounting practices and that audited financial statements are prepared annually;
- h. Ensuring that said audited financial statements as in (g) are brought forward to the membership of Alexander during said period of audit for review by membership; and
- i. Further, the membership of Alexander shall be given the opportunity to review and provide feedback about the audited financial statements to the Chief and Council.

8. FINANCIAL EXPENDITURES

- 8.1 A Quorum of the Alexander Chief and Council shall maintain and administer a separate bank account at any branch of a chartered bank, trust company, credit union or treasury branch for the Alexander Chief and Council Operating Accounts.
- 8.2 The Alexander Chief and Council shall ensure prudent and proper financial management is adhered to at all times by confirming whether funds are available to provide for:
 - a. all expenditures for Alexander Chief and Council budget items shall be set out in the Alexander Annual Budget to cover costs, salary rates, travel expenses, benefits and entitlements, subject to the "Salary, Travel, Benefits, Honoraria and Entitlements" grid outlined in Appendix "A" to these regulations;
 - b. all expenditures for General Expense budget items shall be set out in the Alexander Annual Budget to cover costs as may be approved by Alexander Chief and Council from time to time; and
 - c. all expenditures in the General Expense budget items must first be approved by a Quorum of Alexander Chief and Council subject to funds being available for such expenditure.
- 8.3 At no time shall expenditures be made to any member of Alexander Chief and Council until approval has been granted at a duly convened Alexander Chief and Council Meeting referenced in these Regulations, at which time a Quorum of Chief and Council's signatures must endorse such expenditures before a cheque is made for this purpose.

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9. ALEXANDER CHIEF AND COUNCIL CODE OF CONDUCT & DISCIPLINARY ACTION

- 9.1 All members of Alexander Chief and Council shall comply with a Code of Conduct as hereinafter prescribed so as to fulfill the Specified Duties and all other obligations and responsibilities generally according to the ethical standards applicable to an office holder entrusted by Members to act for the benefit of the Alexander First Nation as a whole.
- 9.2 The Code of Conduct shall include;
- a) Alexander Chief and Council shall not be paid for meetings that are held as regular monthly meetings by virtue of their elected positions as Chief and Council;
 - b) Credit cards shall not be issued to Chief and Council;
 - c) Alexander Chief and Council positions should not be used for personal gain at any time during their elected term in office;
 - d) Veto Power is not be declared by any one of the Alexander Chief and Council at any time. This will be considered as a total negative imposed on the rest of Alexander Chief and Council and membership and shall be cause for being self-impeached, subject to these regulations;
 - e) At no time should any Alexander Chief and Council declare individual or personal shares on any assets belonging to Alexander;
 - f) At no time shall any Alexander Chief and Council make decisions affecting their family or relatives. If a matter arises which affects individual Chief and Council members' family or friends, Alexander Chief and Council shall excuse themselves from the process affecting their family and relatives.
 - g) All decisions made at Alexander Chief and Council meetings shall be deemed as universal and reached by Quorum;
 - h) Alexander Chief and Council shall not participate as voluntary or paid members in any Alexander Band-owned Corporations (including as a Shareholder), Boards, Committees, Trusteeships, or Task Forces at any time during their term of office;
 - i) There shall be no severance packages, or other type of compensation, paid out to outgoing members of Alexander Chief and Council at any time when their terms of office are over;
 - j) If, at any time during the term of Chief and Council, legal actions are brought forward against Alexander, Chief and Council shall retain the professional and legal services of a lawyer or law firm by Quorum, pursuant to generally accepted legal requirements;

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- k) Alexander shall not be responsible for any individual Chief and Council member's legal fees related to criminal charges laid on, or civil actions involving, any member of Chief and Council of Alexander during the tenure of any Chief and Council member;
- l) At no time shall Alexander be responsible to pay for individual costs of Alexander members involved in personal civil actions or criminal charges laid on any Alexander members, without the approval of Quorum, including when Treaty rights may be affected;
- m) Chief and Council members must obtain Quorum in relation to decisions that may affect the relationships between Alexander and external organizations, including but not limited to First Nations, Indigenous organizations, corporations, municipalities, provincial and federal ministries, and provincial and federal governments. Unilateral decision-making may be grounds for disciplinary action; and
- n) Chief and Council are prohibited from harassing, directing or in any way interfering with the administration of the First Nation, including Internal Departments and their administration. There will be zero tolerance for interference by a Chief and Council Member in the employment, administration and independent decision-making of Internal Departments. Breach of this could include immediate disciplinary action up to self-impeachment.

9.3 During the term of the Regulations, Chief and Council shall carry out their obligations and responsibilities in a manner to:

- a) Support, and cause to ensure necessary action is taken to promote, protect and enhance Treaty No. 6;
- b) Subscribe to and be bound by all provisions of these Regulations or any of Alexander's financial management and control systems and codes in effect during the term of these Regulations;
- c) Ensure that if any member of Chief and Council is found to be in breach of any provisions of these Regulations and Alexander's laws, including but not limited to financial management and control systems in effect throughout the term of these Regulations, disciplinary action shall be taken in a manner to be prescribed by a Quorum of Alexander Chief and Council pursuant to these Regulations.
- d) Ensure that if any member of Chief and Council is found to be in breach of any provisions of these Regulations and the Alexander's laws, including but not limited to financial management and control systems in effect throughout the term of these Regulations, this will be cause to discipline, including self-impeachment, of any of the Alexander Chief and Council who have committed the breach.

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- 9.4 All members of Alexander Chief and Council shall be bound by a Code of Ethics as the rules of application to carry out their duties as an elected official and member of Alexander Chief and Council in a manner as hereinafter prescribed, to include: (“Code of Ethics”)
- a) protecting and respecting Alexander;
 - b) advancing and fulfilling the vision of Alexander;
 - c) enhancing the best interests of Alexander through cooperation, maturity and unity;
 - d) promoting and enhancing the relationships between Alexander and external organizations, including but not limited to, Indigenous organizations, municipalities, provincial and federal ministries, and provincial and federal governments;
 - e) at no time should any individual Chief and Council member make individual decisions without consulting a Quorum of Chief and Council, especially when it relates to emergencies;
 - f) refrain from influencing or creating personal gains or agendas ahead of the needs of Alexander and its Members, whether individual or collective;
 - g) conducting their duties with honesty and sincerity when dealing with any other government and/or subordinate legal entity responsible to Alexander;
 - h) ensuring that Alexander shall be the priority when it involves programs, funding, materials or property, and at no time shall it be for the member of Chief and Council’s own personal gain;
 - i) ensuring that fair and equitable treatment in the application of program and service delivery to all Members is carried out;
 - j) not intervene in the management of any programs and services so as to influence eligibility or rejection on decisions made by program staff;
 - k) not use influence or bribery on any program staff to carry out duties beyond what is specified in their job description and authority;
 - l) maintaining the strictest of confidentiality by not disclosing any information or documentation that is deemed to be confidential at a duly convened Alexander Chief and Council Meeting;
 - m) declaring a conflict of interest so as not to cause personal gain or financial benefit to any member of their immediate family that may prove as a detriment to the overall interest of Alexander and its Members;
 - n) not participating in any other interest during the term of office that may impair the exercise of fair judgement on behalf of Alexander and its Members’;

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- o) not allowing the demands of any Alexander affiliates to interfere with the duties of their elected position;
- p) complying with the principles of ethical conduct by:
 - i. exercising honesty and integrity at all times, during and after business hours, including their legal obligations which may exist following the end of each Chief and Council member's term;
 - ii. displaying only the values of sincerity, truth, fairness, respect, honour, wisdom and humility;
 - iii. treating other elected Alexander Chief and Council members with respect;
 - iv. fulfilling their duties without demeaning themselves or any Member; and
 - v. exercising honourable conduct only, either in a public or private capacity, so as not to adversely impact on their elected office.

10. ADMINISTRATION

10.1 Alexander Chief and Council shall ensure stable, competent, qualified, and efficient administration of Alexander. Accordingly, upon the advice of the Tribal Administrator, Alexander Chief and Council shall:

- a) conduct themselves at all times with integrity, courtesy and decorum and without conduct that is disorderly, irresponsible or likely to interfere with the orderly governance or administration of the Alexander;
- b) not make hiring decisions;
- c) review and approve personnel policies and procedures provided by Administration to govern relations between the Nation and Administration and to clearly describe the rights of employees generally;
- d) ensure all managers and staff have clear job descriptions and reporting lines of authority;
- e) ensure that Administration complies with its legal duties as an employer including treating its employees with fairness and dignity;
- f) ensure employees of Alexander fulfill their legal obligations including their obligations not to disclose Confidential Information and to treat all Members with fairness and dignity
- g) ensure employees are provided with adequate employee benefits such as pension and insurance including medical life and liability.

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11. EXTERNAL RELATIONS

- 11.1 The Alexander Chief and Council shall represent Alexander in all government to government relations, business and public relations in a prudent and diligent manner. Accordingly, the Alexander Chief and Council shall:
- a. ensure the preservation of Nehiyo culture, traditions, language and ceremonies;
 - b. represent the interests of Alexander with honour and integrity;
 - c. cause all discussions to be conducted with concerned parties so as to foster the ongoing protection, promotion and enhancement of Treaty No. 6;
 - d. fairly represent the concerns of the Members to the general public; and
 - e. cause all discussions with government and industry to be conducted so as to ensure the ongoing protection of the communal nature of Alexander's lands and resources.
- 11.2 Where the use of proxy is required, a decision of Chief and Council Quorum will be required in advance of at least twenty-four (24) hours.
- 11.3 Attendance at external relation meetings shall require two (2) members of Chief and Council, or where a proxy is appointed, shall include one (1) member of Chief and Council.
- 11.4 Attendance at external relation meetings is mandatory, and is subject to reporting and 4.1(j) of these regulations.
- 11.5 In cases of emergency, and one attendee must depart an external relation meeting, the other attendee must remain at the meeting.

12. CONFLICT OF INTEREST

- 12.1 A conflict of interest situation will occur when the matter on Chief and Council's agenda involves an immediate family member which includes, but is not limited to, a spouse, common law spouse, children, and/or any other relative of that Alexander Chief and Council member.
- 12.2 A conflict of interest situation will always occur in the event that a monetary donation is made in furtherance of political support between a Chief and Council member, including when the aforementioned member is a nominated candidate in any election, and a Member.

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- 12.3 In the event of a potential conflict of interest, any member of Chief and Council shall disclose their interest and shall not participate in any discussion prior to that decision being made or in the making of the actual decision. In the event that conflict is not disclosed, and other Chief and Council Members have a reasonable presumption of an existing conflict of interest, any Chief and Council may bring the conflict to the attention of the other members at a duly convened meeting called pursuant to these Regulations.
- 12.4 A member of Chief and Council shall excuse themselves from any decision, debate or vote on any matter in respect of which they are in a conflict of interest as described in 12.1, 12.2 and 12.3.
- 12.5 Chief and Council shall act impartially on all matters and in the best interests of Alexander as a whole. Accordingly, the Chief and Council shall
- a. not directly or indirectly engage in any personal or business activity which competes with or conflicts with the interests of Alexander;
 - b. not engage in any activity which compromises the ability of the member of Chief and Council to serve the interests of the Alexander;
 - c. not make any decisions or use their office or powers to provide benefits for themselves;
 - d. not engage or participate in any financial transactions in the nature of loans, advances or other forms of credit with Alexander either personally for their own benefit or on behalf of Alexander or one of its legal entities, Internal Departments or agencies as a sole negotiator;
 - e. not use or communicate confidential information or any information acquired in their capacity as a member of Chief and Council for their personal gain or for the benefit or harm of any other person;
 - f. Subject to cultural and traditional protocols, not accept any monetary gifts or rewards including personal loans, from any members or individuals, businesses or organizations doing business with Alexander or one of its legal entities, Internal Departments, or agencies; and
 - g. not use any personal equipment or facilities of Alexander or one of its legal entities, Internal Departments or agencies to obtain any personal benefit.
- 12.5 This section shall not be construed in a manner that would prohibit the exchange of gifts of a nominal value that are offered as part of a cultural or traditional practice or which are a part of normal social interaction and which do not involve any expectation of quid pro quo.
- 12.6 In order to ensure public confidence in the impartiality of Chief and Council, every member of Chief and Council shall, in the prescribed form and within 30 days of accepting

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office and on an annual basis thereafter, be required to disclose the nature and extent of any potential conflicts of interest, including interests of any kind in any business or commercial ventures of any type whose shares are not traded publicly.

12.7 Every member of Alexander Chief and Council is expected to devote their time and attention to their responsibilities as a member of Chief and Council and shall not perform the following during their term of office;

- a. engage in employment or the practice of a profession;
- b. actively manage or operate a business or commercial activity;
- c. retain or accept directorships or offices in a corporation;
- d. hold office in union or professional associations;
- e. serve as a paid consultant;
- f. be an active partner in a partnership; or
- g. solicit funds for their own personal gain.

12.8 Subject only to the approval of Quorum of Chief and Council, any member of Chief and Council may;

- a. retain or accept directorships in organizations in which Alexander holds a controlling interest outside of Alexander;
- b. retain or accept directorships in organizations of a philanthropic or charitable character or solicit funds on behalf of such organizations outside of Alexander; and
- c. become involved in activities described in this section but only if that member of Chief and Council complies with the terms or conditions imposed by Chief and Council to ensure that the interests of Alexander are not compromised including imposing ongoing disclosure obligations respecting the activity in question.

13. MEMBER COMMUNICATIONS PROTOCOL

13.1 Chief and Council shall ensure regular and reasonable communication with members by;

- a. reviewing all proposed laws with the members at community meetings before the laws or policies come into force and allowing feedback from Alexander Members
- b. recording any feedback received from Alexander Members;
- c. providing copies of financial reports and audits for Members who request copies but only in accordance with the provisions of Alexander laws, Alexander's

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- financial management code, applicable federal legislation, and all agreements entered into by Alexander, and as amended from time to time;
- d. providing copies of any minutes of General Member Meetings or Special Meetings for members who request copies;
 - e. making those portions of Chief and Council minutes (which may relate to the member requesting access) to that member to review; and
 - f. making files or records which relate to the member requesting access available to that member to review.
- 13.2. Notwithstanding any right of access to information described above, the Chief and Council shall protect and safeguard any Confidential Information and all Members shall be reminded that they are not entitled to request or demand that the Chief and Council divulge such confidential information except in accordance with all laws applicable to Alexander.
- 13.3 Communications with third parties must be authorized by Chief and Council and no member of Chief and Council may represent that they have the authority to bind Alexander to do anything or to make any statement alleged to be made for or on behalf of Alexander without prior Quorum authorization of Chief and Council.

14. ALEXANDER CHIEF AND COUNCIL RESIGNATIONS

- 14.1 The Chief or any member of Chief and Council may resign from office by submitting a signed written Notice of Resignation to the Chief and Council at any time.
- 14.2 The Notice of Resignation shall state the effective date of the resignation, but in any event the effective date of resignation shall be no more than thirty (30) days from the date the Notice of Resignation is delivered to the Chief and Council.
- 14.3 The provisions of the Alexander Tribal Government Customary Election Regulations shall hereinafter apply in the event of the resignation of the Chief or any member of Chief and Council.
- 14.4 In the event a Chief or Council member suffers from a terminal illness and are unable to exercise their decision-making capacities with sound mind for over three (3) months, the Chief or Council member must submit a doctor's note explaining they may exercise their duties as a Chief and Council member, otherwise they must resign from their position, pursuant to this section, or their term shall be considered as resigned by that Chief and Council member.

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15. ALEXANDER CHIEF AND COUNCIL DISCIPLINE

- 15.1 Quorum of Chief and Council, or the Enforcement Officer may issue progressive disciplinary action against the Chief or Councillor found to have breached these Regulations or conducted a breach for failure to perform their duties as set out in these Regulations, with such disciplinary action including:
- a. A fine to be paid to the Band General Accounts, not to exceed \$5,000.00; and
 - b. An order not to continue breaching these Regulations, or conducting a breach for failure to perform Chief and Council duties as set out in these Regulations.
- 15.2 Pursuant to Section 5 of these Regulations and after receiving and considering evidence of the Chief or a Councillor's alleged breach of these Regulations or breach for failure to perform their duties as set out in these Regulations and any of the Alexander laws, by-laws or regulations, and on the advice of legal representatives, the Chief and Council or the Enforcement Officer may suspend the Chief or Councillor without pay for the purposes of disciplining the Chief and/or Councillor.
- 15.3 Upon written request stating the grounds for suspension pursuant to section 15.1 by a Chief or Chief and Councillor or the Enforcement Officer, the Chief and Council shall convene a special Chief and Council meeting to consider and vote on a motion to suspend a Chief and/or Councillor.
- 15.4 Where a duly convened special Chief and Council meeting, at which a Quorum of Chief and Council is present, is held;
- a. the Chief or Councillor who is the subject of the motion for suspension may make representation to the other members of Chief and Council, which may include the presentation of documents and testimony by witnesses.
 - b. the Council will then vote and if a majority of the Chief and Council members in attendance at the special Chief and Council meeting vote in favour of suspending the Chief or Councillor who is subject of the motion, the affected member of Council shall be deemed suspended from office and immediately ceases to be entitled to all rights and privileges associated with that office for the duration of the suspension.
- 15.5 The Council Motion shall be approved by resolution of the Chief and Council which shall state:
- a. the specific grounds for suspension;
 - b. the term of the suspension; and
 - c. other conditions of the suspension.

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- 15.6 The term of suspension may not exceed ninety (90) days.
- 15.7 In the event that the Chief or Chief and Councillor has been disciplined or suspended, Chief and Council shall immediately notify the members of;
- a. the grounds for discipline;
 - b. the grounds for suspension;
 - c. the term of the suspension; and
 - d. any other terms and/or conditions imposed by the Alexander Chief and Council.
- 15.8 No independent Chief or Councillor shall be suspended more than three (3) times otherwise they will be considered as self-impeached on the third suspension.

16. AMENDMENT

- 16.1. These Regulations may be reviewed every five (5) years at a duly convened Member meeting, with notice provided to Members thirty (30) days prior to the Member meeting.
- 16.2. Amendments may be proposed at said Member meeting, by Members (“Initial Meeting”).
- 16.3. These Regulations may only be amended at a subsequent Member meeting thirty (30) days after the Initial Meeting, by a majority of Members in attendance, voting in favour of any proposed amendments (the “Vote”).

17. AMENDMENT VOTE PROCESS

- 17.1 An electoral officer shall be appointed by the Tribal Administrator to conduct a Vote pursuant to 16.3, who shall be a non-Member.
- 17.2 Appeals of any Vote shall be conducted by a panel of three (3) non-Members, to be appointed by the Tribal Administrator prior to the Vote (the “Appeal Board”).
- 17.3 Appeals must be filed with the Appeal Board, Tribal Administrator and Council Secretary within thirty (30) days from the Vote (the “Appeal”).
- 17.4 The Appeal Board must conduct their assessments, including reporting to Alexander Members within thirty (30) days from receipt of the Appeal with the Tribal Administrator or Council Secretary.

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- 17.5 Where an Appeal Board is appointed under these regulations, notice shall be provided by the Tribal Administrator or Council Secretary to Alexander Members within ten (10) days of appointment, with such notice including the name of the non-Members sitting on the Appeal Board.
- 17.6 The Appeal Board shall be empowered to:
- a) Conduct an investigation into the amendment process under section 16;
 - b) Review all records pertinent to the Vote under these Regulations;
 - c) Request an interview with any relevant parties;
 - d) Subject to the common law, request the disclosure from any relevant parties of any documents that the Appeal Board deems as pertinent to the investigation of the alleged breach;
 - e) Retain legal counsel for advice;
 - f) Make final and binding decisions; and
 - g) Post all decisions in public spaces, including online (i.e., website, social media), for all Members to access.
- 17.7 The Appeal Board must conduct the appeal and prepare a decision within thirty (30) days from the date of all filed appeals, and must provide a copy of the report to the Alexander Members, Chief and Council, the Tribal Administrator and Council Secretary.
- 17.7 Decisions of the Appeal Board shall be final, and only reviewable by a court with applicable jurisdiction.

18. COMING INTO FORCE

- 18.1 These Regulations shall come into force based on the customs and traditions of Alexander, by a show of a majority of hands at a Member meeting for the purposes of ratifying this Governance Law.
- 18.2 Any previous Regulations, laws or other Governance Laws drafted, developed, partially passed are null and void when these Regulations come into force under this section.
- 18.3 These Regulations cannot be amended, unless as prescribed in section 16.

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APPENDIX "A"

Salary, Travel, Benefits, Honoraria and Entitlements Grid

[Attach Salary, Travel, Benefits, Honoraria and Entitlements Grid following community engagement]

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