



Haida Gwaii Rediscovery Society Governance Policy Manual Review

What is Good Governance?

Good governance is demonstrated by a team of ethical and disciplined leaders individually, and collectively who are:

1. Accountable to society members. This is a foundational principle of good governance, and is realized primarily through details effective reporting of leadership's decisions, and the Nation's Administration operational performance;
2. Strengthen and adhering to transparent culturally relevant decision-making rules. The goal of this work is to ensure efficient, and fair decision making and evaluation processes;



What is Good Governance?

Good governance definition, continued...:

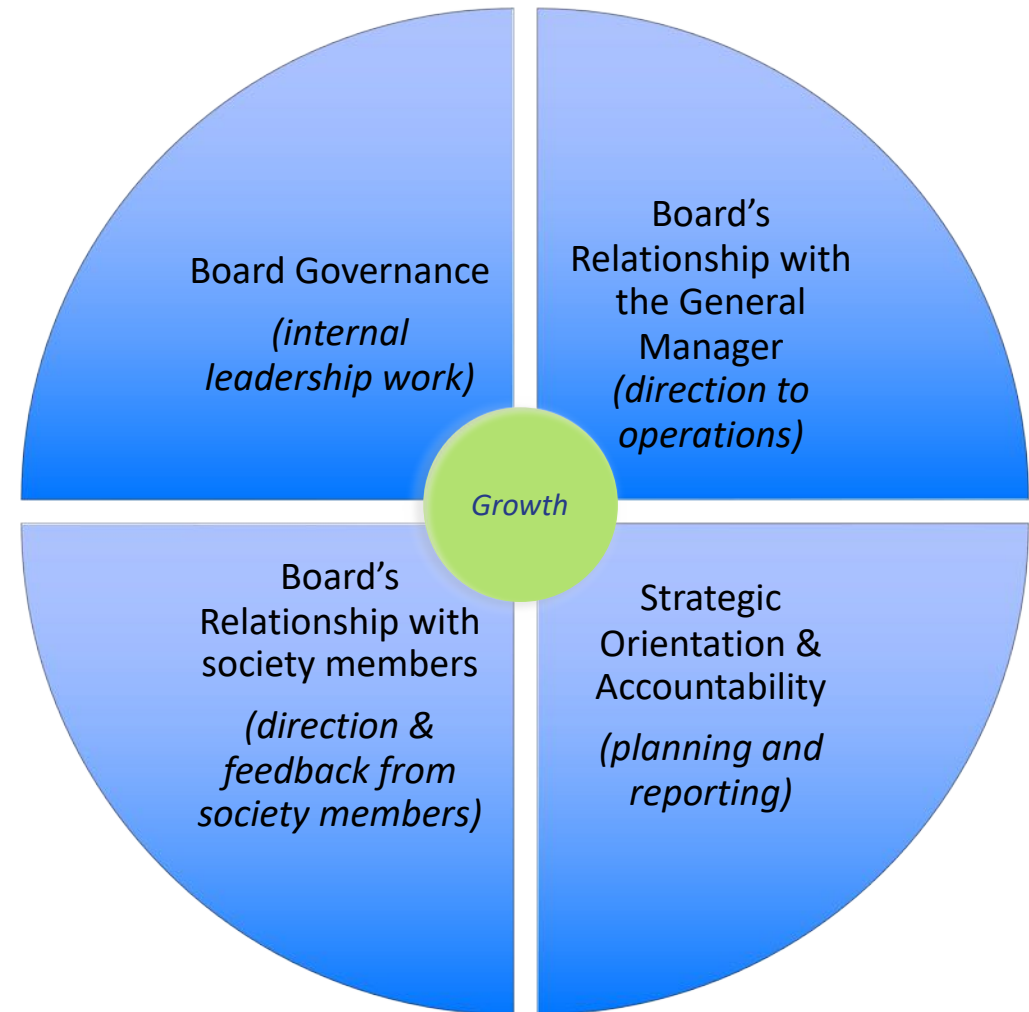
3. Follows the rules of law. These laws should include both ancestral laws, practices, and current legislation;
4. Are responsive to the evolving needs of society members, and future generations;
5. Collaborate and strengthen citizen participation in decision-making; and
6. Are performance oriented and steward the use of HGRS resources (human, financial, lands, etc.) wisely, for the benefit of current and future generations.



Indigenized Comprehensive Governance Policy Model

The rules for the Board holistically consider all areas that Board has responsibility for, and may effect. This includes:

- Their own internal leadership work (how meetings are conducted, how decisions are made, etc.);
- How the Board works with the General Manager (directions, limits, reporting, etc.);
- How the Board works with society members (direction & feedback, meet, etc.); and
- How the Board undertakes planning to remain strategic and undertakes reporting to remain accountable.





Good corporate governance is the act of collaboratively establishing and adhering to the rules that coordinate community actions, and development, to achieve their goals.

Benefits of Rules for Board

Rules in the form of 'Governance Policy' that incorporates ancestral knowledge & practices:

- Are a higher-level disciplined leadership that improves Board and Administrations effectiveness, and supports improved social and economic development for current and future generations,
- Are a pro-active approach of leadership to govern effectively, rather than reactive response to undertake their leadership work,
- Create greater certainty and stability through fair high-quality decision-making processes, and
- Build the basis of good governance, capacity, and continuous improvement over the long-term that improve social and economic development and improve citizen quality of life.



HGRS Board Values & Purpose

**We value yahgudang (respect), and
ginn 'waadluwan gud ahl kwaagildang (everything depends on everything else).**

This means creating opportunities for people to safely learn and experience Haida culture, language, and Haida ways of knowing and being.

We seek to support a deep understanding of ginn 'waadluwan gud. ahl kwaagildang (everything depends on everything else), awakening, empowerment, belonging, joy, and responsibility, connection with our lands, water, and all life. As well as spirituality, ceremony, and celebrations so we can grow stronger as a people, while stewarding our rights and jurisdiction over our ancestral territory, for the benefit of all peoples and future generations.



Corporate Governance Policies

1. Board Rules
2. Board Relationship to the GM
3. Board Relationship to Society Members
4. Strategy and Accountability



Board Purpose

The purpose of the Board is to build the organizational capacity of the HGRS through the development of by-laws, policies and procedures that enable the HGRS to effectively realize its purpose.



Board Composition and Competency

The Board is made up of 8 members, increased from 4 in 2021.

Board positions are three (3) year terms, using staggered terms starting in 2019 with the four incumbent Board member terms expiring in 2022 at the AGM, and four new Board members established in November 2021, expiring in 2024. The limit on consecutive terms is 3.

The competency requirements for Board members, which are updated annually to meet the needs of the HGRS, are as follows:

- Business
- Financial Skills/Experience
- Governance and Leadership (consistent with Haida ancestral leadership skills)
- Haida Culture and Language, and/or
- Member of the HGRS and understand the purpose of the HGRS,



Board Eligibility

In addition, Board members must meet the following criteria:

- Meet the requirements of the BC Societies Act (18+, not be in bankruptcy), and
- Clear criminal record, and vulnerable persons check.

New Board members must submit a letter of intent, and present at the AGM their HGRS affiliation, their work and life experience, and their suitability as it relates to the approved competency matrix at the AGM, their ability to satisfy all background checks required (including a criminal record check and vulnerable persons check), and declare any conflict of interest (former employee within 12 months).

Society members make the final decision through voting at the AGM.



Board Roles & Responsibilities

Board members are responsible for:

- Organizational Development of the Society, adherence to, and regular updating of governance and operations policies (including appointing officers – the Chair, Secretary, and Treasurer).
- Manage the General Manager, provide direction, and if needed discipline the General Manager,
- Undertake strategic planning, to update updated annually and renewed regularly (3-5 years), and
- Engaging HGRS Society Members to identify needs and interests that guide the Society, provide regular reporting, and have HGRS Society Members participate in substantive decisions that affect the purpose of the Society.



Officer Responsibilities

- The Chair is responsible for the overall leadership of the Board, consistent with the plan (derived from community research to identify needs and interests), and prior decisions of the Board. This includes chairing meetings, spokesperson, signatory, day to day direction for the GM, leading disciplinary actions as needed, etc.
- The Treasurer is responsible for supporting sound financial management, consistent with governance policy requirements (appointing an auditor, ensuring timely financial reporting, investigating financial issues, etc.).
- The Secretary is responsible for maintaining the integrity of the Boards documents and information management, consistent with governance policy requirements (preparing Board meeting packages, taking meeting minutes, coordinating meetings via zoom, ensuring annual reporting and legal filings are completed effectively).

The Board as a whole is responsible to monitor the performance of each of these officer positions.



Code of Conduct

All Board members must:

- Be loyal firstly to the HGRS and the best interests of society members;
- Act professionally (in and outside of the HGRS community), and deal with each other, staff, HGRS society members, other persons, and outside entities or individuals in a fair, open, honest, and respectful manner. In addition Board members must be collaborative and deal with issues not personalities, and respect the rights of others;
- Adhere to all HGRS policies and procedures, including keeping confidential all information until Board approves to publicly share information (e.g. approved meeting minutes, policies, etc.);
- Avoid perceived, potential and real conflicts of interest (direct or indirect benefit), including refusing anything other than nominal gifts, not participating in HR selection/management or policy for areas they supervise;
- All Board members have no individual authority, other than the authority of the Chair. Decisions regarding the management of the General Manager must be made by Board as a whole, other than interim decisions made by the Chair.



Meeting & Agenda Setting

- Board members are required to come prepared, on-time, and meaningfully participate at Board meetings, which are once (1) per month;
- Attendance is mandatory, with quorum being a simple majority (5/8);
- Board members may not miss more than 3 meetings per year;
- Board members may disagree on the outcome of a decision but must support the legitimacy of the process by which it was made. A Board member may let others know that they did not support the decision, however they cannot:
 - Provide direction that is contrary to the decision;
 - Announce their own views as being Board's decision; or
 - Direct those implementing the decision to disregard the decision.



Meeting & Agenda Setting

- Board utilizes an adapted Modern Rules of Order, and attempt to utilize consensus decision making and when needed to vote on issues, while ‘substantive’ or important decisions must be brought to society members. These types of important decisions include:
 - HGRS constitution amendments,
 - New by-laws and/or changes that affect the original spirit and intent of existing by-laws,
 - Issues related to non-conformance of HGRS by-laws, or policies where discipline is required and/or has led to an asset/financial loss,
 - Real or potential impacts to lands and waters that the HGRS are responsible to steward, and
 - Issues defined as substantive by a majority of the Board.



Leadership Capacity Development

- All new Board members will be oriented by the Chair (including reviewing the society's history, and provided all approved meeting minutes, all policies, current strategic plan, current reporting, and all activities since the most recent report).
- Once a year following strategic planning/plan updates Board will review the plan and assess their skills to ensure that they have the capacity to lead effectively. If one or all agree that training is needed it will be based upon strategic priorities, based upon a training plan, only undertaken if funds are available or funds can be accessed externally, and with completed written reporting.

Working Groups

- The Board has developed Working Groups that serve in an advisory function to the Board and include: Admin & Finance, Partnerships (and Funding), Camp Polices and Curriculum.
- All Working Groups must have a Board approved Terms of Reference, an annual work plan that aligns with the strategic plan, and must provide monthly reporting to Board.



Remuneration

- The Board is a volunteer Board and is not paid an honorarium for their time or work.
- With the approval of the full Board a member provide pro-bono services and be reimbursed for travel expenses at the current Gwaii Trust travel rate.



Monitoring Board Performance

- The Board will review their performance as part of the annual planning by monitoring whether they have:
 - Adhered to the Board Governance policies
 - Reviewed and amended policies, as needed, to ensure their effectiveness
 - Established, at a minimum, HGRS strategic goals, objectives, and budget as part of an annual strategic plan/plan update and
 - Monitored the General Manager, the Board as a whole, the Board Chair, and the Board Working Groups to ensure adherence to all policies and procedures, funding and service agreements, contract obligations, and achievement of strategic plan outcomes.
- Sources of information to inform the Board review can come from the General Manager, society member satisfaction survey, accountant (audit), and Board as a whole.
- Board members are responsible for immediately informing, in writing, the remainder of Board when there has been a contravention to policy, or a risk is identified.



Policy Approval & Amendment

- The Board is responsible for approving all governance and/or operations policy and procedure development and revisions, and will ensure that:
 - The development of new policy, policy reviews, and revisions, are expected to occur on an annual basis as HGRS organizational capacity grows and the internal and external environment changes, with Board approval (for minor edits);
 - To improve the effectiveness and mitigate risk for all new policies and policy revisions;
 - The Board as a whole will seek input from the appropriate parties that may be affected (e.g. issues affecting staff, issues affecting society members) in the policy drafting and revision(s); and
 - The Board will ensure that additional support is engaged as needed (e.g. legal counsel, auditor).
 - All approved policy revisions and new policies are included in the regular review of policies undertaken by Board to ensure their effectiveness.

Non-Conformance

Board members who are found negligent in adhering to Board policies and procedures (including Code of Conduct), other HGRS policies and procedures, or other applicable legislation will be disciplined the remainder of the Board.

Where agreement discipline cannot be reached, the Board will solicit a third party to mediate.

Discipline occurs when a Board member:

- Fails to attend meetings, or demonstrates unbecoming participation at meetings
- Acts dishonestly (e.g., theft, intentionally providing misinformation)
- Fails to disclose a known conflict of interest
- Is insubordinate (refusal to follow the direction of the Board)
- Demonstrates behaviour that negatively affects the reputation of HGRS (e.g., use of obscene language, violence, use of alcohol or use of drugs)
- Harasses HGRS employees, Haida peoples and community members, or any other persons (including intimidation, harassment, bullying, see HGRS Discrimination, Harassment and Workplace Violence Policy for definitions)
- Discloses confidential information,
- Violates the BC Societies Act, or
- Conviction of an indictable offense.

Discipline will be administered using a progressive discipline approach in a fair and reasonable manner, and as determined by a majority of the remaining Board members. Discipline may include a verbal warning, letter of reprimand, removal from Committees, suspension with or without remuneration, or removal through special resolution.



Tll yah da (making things right)

Alternative Dispute Resolution

The Board's Tll yah da Policy is available for the Board, General Manager, or anyone who feels that:

- A policy has been incorrectly/inconsistently applied
- A real or perceived impropriety regarding financial or operational matters has been witnessed (also known as a whistle blower incident), which may be reported directly to any Board member. The Board reserves the right to refuse unsubstantiated claims, as determined by the Board, where the intent is to bypass policies and procedures and will in such cases direct an appellant to the General Manager
- Full and known information was not adequately considered during a decision and/or
- They have been unfairly or unjustly treated.

Issues related to staff will be consistent but will be directed to the General Manager.

All issues communicated to Board must be done so in writing and will be treated with confidentiality, care for the safety of all parties involved, and documented to ensure fair treatment and accountability.

At anytime appellants have the right to raise an issue through legal counsel, or through competent jurisdictions (courts), but the above rules no longer apply.



Board's Relationship to the General Manager

The General Manager is the only link between the Board and all administrative conduct and achievement. The following rules are intended to ensure adherence to all rules of conduct and maximize achievement for the benefit of society members. The General Manager limits are written as activities that are not permitted, allowing more room for the General Manager to do their work without daily approvals or risk micromanaging.

- The Board may only direct the General Manager as a whole, and the General Manager has the right to refuse individual requests if the request interrupts operations.
- The Board will not give instructions or evaluate any staff that report to the General Manager.
- The General Manager must adhere to all HGRS policies, ensure effective management of the HGRS (including financial, asset mgmt., etc.), HGRS staff, contract workers and consultants.
- The General Manager will support the work of the Board through the development of briefings for issues brought to Board.



Board Relationship to Society Members

- The Board reports directly to HGRS society members, annually at the AGM.
- The Chair will chair all community meetings and is responsible to ensure a safe and respectful environment.
- Copies of all HGRS policies and Board approved meeting minutes will be made available at all quarterly meetings by the General Manager. Citizens may request (in writing) for an item be added to the agenda. No ad-hoc decision making is permitted, as they leads to poor quality uninformed decisions and introduces risk.
- 30 days notice (with agendas and supporting materials) will be provided for quarterly meetings, with regular reminders. Methods to communicate with society members will be based upon citizen communication preferences (survey undertaken every 2 years).
- Special Meetings may be called for significant issues that cannot be addressed at the AGM, and notified asap.



Member Rights & Responsibilities

Society members are responsible to:

- Paying annual dues of two (2) dollars, or an agate at the AGM,
- Maintaining up to date contact information for your membership and HGRS communications (e.g., newsletters), and approving the use of contact information consistent with the Freedom of Information and Privacy Act,
- Informing yourself about the work of the HGRS, Haida values and ways of being and knowing,
- Participate in HGRS meetings, and events (including the AGM for annual reporting, and an annual community meeting to provide input to the annual plan, participate in special meetings for any substantive issues,), and
- Serve as a role model and ambassador by acting in accordance with Haida values, ways of knowing and being.



Annual Planning & Reporting

- The Board will ensure the HGRS has a Strategy every three (3) to five (5) years, based upon society member and community member feedback. This Strategy will be renewed annually through the collaborative efforts of the Board and the General Manager and feedback from society members, and community members.
- The Strategy will include: reviewing prior year outcomes, HGRS needs, society/community member feedback, updating HGRS values, and purpose as well as determining HGRS 3-5 year goals, objectives, tasks/activities, measures of success, responsibility centers and resourcing needs.
- The Strategy will be broadly shared with all society members, and community members (at AGM, on website, etc.).
- The Board will provide an annual report for all society members, that will be shared broadly with all society members and community members (at AGM, on website, etc.) that includes:
 - Accountability Statement from the Chair attesting to the quality and approval of the report (including an outline of the report format),
 - HGRS purpose, strategic goals, objectives,
 - annual accomplishments to date,
 - Audited financial statements, and
 - Goals for the coming years (e.g., 3 years).
- The Strategy, Annual Report, and all HGRS Policies (Governance, Financial Management, Human Resource Policy Manual) are posted on the HGRS website to ensure transparency and accountability.



Questions & Answers

