

MAMALIKULLA FIRST NATION
GOVERNANCE MANUAL

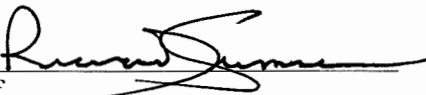
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Adoption of the Governance Manual

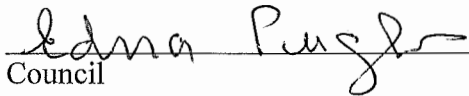
The Mamalilikulla First Nation has adopted the following Governance Manual. These policies and procedures have been implemented under the direction of **Chief & Council**. **Chief & Council** must approve any changes to these policies and procedures.



Chief



Council



Council

Council

Council

Date: Sept. 8, 2017

Definition of Terms

“Chief”

The candidate elected to Council as Chief.

“Council”

The Mamalilikulla First Nation governing Chief and Council.

“Council Meeting”

Any business meeting attended by Chief & Council to discuss or resolve Mamalilikulla First Nation business.

“Honorarium”

Compensation amount for attending council meetings as agreed upon by Chief & Council.

“Immediate Family”

Means as defined by law a spouse, parent, grandparent, child, grandchild or sibling. Immediate family also includes the spouse of an immediate family member.

“Quorum”

A quorum of Council shall be a majority of the Council members.

Purpose of Policies

The purpose of these policies is to maintain a beneficial relationship between Chief & Council and the band members. These policies describe the political, functional and legal responsibilities of the Chief & Council and define the roles and procedures for good governance.

These policies outline the roles and responsibilities of the Chief and Council. The Chief & Council are responsible for the visionary leadership and direction of the First Nation. These policies also highlight the responsibility of the Administrator. The day-to-day activity of the staff is the job of the Administrator.

Chief & Council will review and revise the policies of this Governance Manual when deemed necessary.

Guiding Principles

The guiding principles of the First Nation will be the foundation for good governance. They identify the function of Council, the vision of the First Nation, and the core values that support the decisions and activities of administration for the membership.

Function of Council

To govern the First Nation in an ethical manner, to improve the quality of life for its people, and to build quality relationships with government and industry

The Vision

Build capacity, good governance, economically independent, safe environment to live, preserve cultural & language

Core Values

Respect, Integrity, Unity & Leadership for the greater good & benefit of the First Nation

Roles & Responsibilities

Governance

The Council's primary responsibility is to govern with the Chief as one of the benefits of the First Nation membership. The Council shall uphold its authority as a whole and shall speak with one, unified voice.

Council will govern with emphasis on:

- Collective leadership,
- Acknowledgement of and appreciation for, differing viewpoints,
- Respect for the separate roles and responsibilities of Council and the First Nation Administration, and
- The sustainable future of the First Nation.

The Council is responsible for the best interests of the First Nation and Membership regarding matters affecting Aboriginal rights, treaties, and First Nation monies. In this respect, the First Nation government's jurisdiction extends to members who live off-reserve.

Chief & Council Roles & Responsibilities

The Chief & Councilors are the representatives of the Mamalilikulla First Nation Members. Chief & Council are the authorized government and the legal authority on the reserve & their jurisdiction also extends to Band members who live off the reserve.

Under Section 74 (2) of the Indian Act, the Council must consist of one Chief, and one Councilor for every 100 Band members.

- Council shall act honestly, impartially and in good faith and best interest for all of the Mamalilikulla First Nation Members.
- Council shall be accountable to the Mamalilikulla First Nation membership and conduct its business in an open and transparent manner.
- Permit Mamalilikulla First Nation member's access, at reasonable times, to the minutes of Council meetings, bylaws, and BCR's; annual budgets, audited financial statements and Band's Administration Policies and Procedures.
- Council shall adhere to Mamalilikulla First Nation Chief & Council Policies & Procedures.
- Attend all Band Council meetings, and follow proper meeting procedures

Duties/Responsibilities of Chief

The Chief provides overall direction and leadership to the Council & is the spokesperson for the Nation. The Chief is empowered to make decisions on behalf of Council and will inform Council as soon as practical. The duties and responsibilities of Chief shall include, but are not limited to the following:

- To act as the Band's official spokesperson.
- To speak for and express the opinions of the Band with governments, private industry and other bodies.
- Report to the Council and the Membership on the activities of Council.
- To make decisions for the Band Council in times of emergency.
- To act as Chairperson at Band Council meetings.
- To prepare agendas for meetings.
- To ensure that Council meetings are conducted in an orderly and businesslike fashion.
- To conduct Council Meetings in as neutral a manner as possible.

Duties/Responsibilities of Councilors

The Council will work together to support the Chief's leadership. They have an active role in advancing our interests with other levels of government and leading negotiations with industry, business and government. The duties and responsibilities of Councilors shall include, but are not limited to the following:

- Work with the Chief in carrying out negotiations, lobbying and meeting with government, private industry and other bodies.
- Regularly attend Council meetings.
- Participate on Committees/Boards to which they have been assigned by a BCR.
- Consult with the Membership on a continuing basis to determine the needs and direction sought by the membership.
- Study the policies & procedures, laws, powers and jurisdictions relating to Council, which will assist them in doing their duties.
- Promote, maintain and protect First Nation, Treaty and Aboriginal Rights for the Band Membership.
- Administration of community services including roads, housing, welfare, sanitation, school buses, etc.
- Promote the Culture and Customs of the Mamalilikulla First Nation Membership.
- Plan and budget for the funds and resources required for the administration of Band Government services.
- Ensure sound financial management of all Mamalilikulla First Nation programs and services.
- Ensure that all Mamalilikulla First Nation contractual agreements are adhered to.

Councilor Portfolios

The advantage of a portfolio system is that this system provides each Councilor with a specific area of “expertise”

- The Mamalilikulla First Nation Councilors work under a “portfolio” system.
- Each Band Councilor is assigned one (or more) portfolios in a field or area in which the Councilor has the most experience.
- The relevant Portfolio Councilor will be assigned as Chairperson of that committee
- The Councilor will specialize in this portfolio area by:
 1. Studying relevant background material
 2. Communicating regularly with Band staff members
 3. Attending workshops/training
 4. Attending relevant conferences and meetings
 5. Advising the Council regarding policy development, budgeting, and decision-making in this area
- The Councilor will act as a link between the committee and Council

Strategic Planning

Council recognizes the importance of strategic planning to the future of the First Nation. Accordingly, Council will undertake the following on an annual basis, unless otherwise agreed to:

- Set overall direction and strategic priorities.
- Establish and review the First Nation's vision, guiding principles, long and short term goals, objectives, policies.
- Review and approve and, where necessary, revise the Strategic Plan on a regular basis.
- Review Annual Report of programs and services and ensure that programs are meeting their mandates and Council's strategic priorities.
- Develop a communication strategy to keep the membership more informed about Council's decisions.

Band Council Meetings

Council Meetings

The following are Mamalilikulla First Nation guidelines and procedures regarding Band Council meetings:

- The Chief will chair all Council meetings.
- A quorum is required for all Council meetings.
- The Chief, as Chairperson prepares the agenda for Band Council meetings.
- The agenda provides the Council members with an overview of what will be discussed at the meeting.
- The agenda, the minutes from the previous meeting, and other relevant materials should be distributed to the Council at least one working day prior to the Council meeting.
- The Chairperson maintains order of all meetings.
- The order of business at each regular meeting shall be as follows:
 - 1) Call to order and opening by chairperson
 - 2) Acceptance of agenda
 - 3) Reading of the minutes of the previous meeting
 - 4) Unfinished business
 - 5) Presentation and reading of correspondence
 - 6) Presentation and consideration of reports
 - 7) Discussion of new business
 - 8) Adjournment
- Meetings shall be held on such times as may be necessary for the business of the Council.
- The Chief may call emergency or special meetings.
- A majority of the whole Council shall constitute a quorum
- If no quorum is present within one half (1/2) hour, the Council shall adjourn until the next meeting

- No Council member may be absent from three consecutive meetings without being authorized to do so
- All questions before the Council shall be decided by a majority vote
- The Chairperson shall not vote, except when the Council's votes are equal.
- All Council members shall vote, unless they have a personal interest in the question, in which case they shall be excused from voting.
- The Chairperson may expel or exclude any person who causes a disturbance.
- Band Council meetings shall be cancelled if:
 - 1) There is no quorum
 - 2) There is insufficient business

Membership Meetings

- Membership meetings are either an Annual General Meeting (AGM) or a Special Membership Meeting.
- Special Membership meetings will be held for the following reasons:
 - 1) When called by a Council Resolution
 - 2) Upon request by a petition signed by forty (40) electors, presented to Chief & Council
- All Annual General Meetings and Special Membership Meetings will be held on the Mamalilikulla First Nation Traditional Territories.
- A quorum of Council is not required for membership meetings.

Minutes of Band Council Meetings

- All Council decisions must be accurately recorded in the Council minutes. It is important that the Council minutes document that proper, legal procedures (such as proper voting procedures or that a quorum of Councilors were present, etc.) were followed, and that a decision was accurately recorded.
- Council will appoint the Mamalilikulla Secretary to take accurate minutes of Band Council meetings.
- The Secretary shall attend or record all Council and Membership meetings minutes.
- The Minutes will include the following information:
 - 1) The date, time and location of the Council meeting.
 - 2) A list of those present, and those absent from the meeting.
 - 3) All matters discussed, item-by-item.
 - 4) The names of those making motions and seconding them, as well as the results of a vote.
 - 5) All matters not discussed, or decisions postponed, with an explanation.
 - 6) The date, time and place of next meeting.
- The Chief and the Band Manager will sign the minutes of the Mamalilikulla First Nation Council meetings on the last page. The Chief will initial all other pages of the minutes.
- Original signed copies of all minutes, bylaws, and BCRs should be filed in a safe place in the Band office.
- Minutes of all Council meetings will be made available to band members through a prearranged appointment during office hours, so that Mamalilikulla First Nation members can review the information on Council issues discussed and decisions made at Council meetings.

Vacancies

The office of Chief & Councilor shall become vacant when the person who holds that office:

1. Dies
 2. Resigns
 3. Has been convicted of an indictable offence
 4. Has his/her election declared invalid by and Arbitrator
 5. Has been unable to perform the functions of office for six (6) or more months due to illness
 6. Has missed three (3) Council/Membership Meetings without just cause.
- Just cause has be determined after each absence by a majority vote of other Council members present at a Council meeting and the decision shall be recorded in the minutes of that meeting
 - The Council member who is absent without just cause or who's position is declared vacant shall be notified in writing by the Chief Councilor
 - The Council member who is absent without just cause or who's position is declared vacant may appeal the decision by filing a notice of appeal to the Arbitrator within fifteen (15) days of receiving the notice.

Removal from Office of Council Members

A Council member may be removed from office on one or more of the following grounds:

1. He/she has breached their oath of office
 2. He/she has violated these policies & procedures
- Proceedings to remove a Council member shall be commenced by a petition filed with an Arbitrator and signed by seventy-five (75) or more electors.
 - The petition shall set out the facts substantiating the grounds for removal from office and shall be accompanied by supporting documentation.

Remuneration of Council Expenses

Council members shall be entitled to receive:

- Reasonable remuneration - holidays, leaves and benefits as established by the Mamalilikulla First Nation Council for their services as elected officials.
- Reimbursement for approved expenses incurred as a Band Council member in carrying out his or her duties.
- Each Council member will receive a **\$150.00** honorarium per meeting each fiscal year from the band budget, for meetings attended. If the budget is exhausted before the fiscal year ending, this amount will be renegotiated.
- Honorariums and travel will be paid on a bi-weekly based on claims submitted. The claim must state your name, date of meetings and total amount being claimed. Claims must be signed by the Chief before being submitted.
- Council Members who work in the Band office will not receive an honorarium, but will receive their normal pay.
- If Council Members attend a meeting for which the sponsoring agency pays the expenses, an honorarium will not be in effect.
- If travel advances have been provided and the amount of a travel claim is less than the advance, the difference must be refunded.

Conflict of Interest

- Council members shall avoid a conflict of interest or the appearance of a conflict of interest.
- No Council member shall be involved in a transaction or matter where they are in a conflict of interest or appear to be in a conflict of interest.
- A conflict of interest arises when a Council member or person in their immediate family has a personal or business interest in a transaction or matter under consideration by Council
- Procedures that are to be followed where a conflict of interest or appearance of a conflict of interest occurs:
 - 1) The Council member shall disclose the nature and extent of the conflict at the Council meeting.
 - 2) After declaring the conflict, the Council member shall not participate in the discussion or vote on the matter in question by leaving the meeting.
 - 3) Every declaration of a conflict of interest and the nature thereof shall be recorded in the minutes of the Council meeting.
 - 4) Where as a result of the conflict of interest a quorum of Council cannot be established, the matter may be brought before an AGM or Special Membership meeting.
- No conflict of interest or appearance of a conflict of interest arises where:
 - 1) The only benefit to an immediate family member is as an employee of an entity who the Council is entering into a transaction with.
 - 2) Council enacts reasonable remuneration and benefits for the services of Council members as elected officials of the Mamalilikulla First Nation.

Council Code of Ethics

- No council member during his or her term of office, shall directly or indirectly, engage in any capacity similar to one that is carried on by the Mamalilikulla First Nation
- A Council member shall not use property owned by the Mamalilikulla First Nation for their personal or business use unless that property is available to all Mamalilikulla First Nation Members.
- A council member shall not use his or her position for their own personal or business benefit or that of their immediate family.
- A Council member shall not make use in any way of information obtained in the course of their duties for their personal or business benefit or that of their immediate family
- A Council member shall not solicit, receive or accept a gift or service that could reasonably be inferred to as influencing a Council member.

Bylaws

Band Councils are authorized under Sections 81, 83, and 85.1 of the Indian Act to make specific types of bylaws.

- A Band bylaw is a law that applies on the reserve.
- Band bylaws must comply with the Indian Act.
- All bylaws must be forwarded to the Minister of Indian Affairs for approval.

Section 81 Bylaws

Section 81 of the Indian Act lists over 20 purposes for which Councils may make bylaws. Council may make bylaws for:

- The regulation of traffic
- The observance of law and order
- The prevention of disorderly conduct
- Dividing the reserve for land use purposes
- Removal of trespassers.

Section 83 Bylaws

Section 83 of the Indian Act authorizes Councils to make money bylaws for local purposes. There are three different powers under Section 83.

- The right to pass bylaws taxing land use, interests, or rights related to land.
- The authority to license
- The authority to raise money from Band members for Band projects.

Bylaws passed pursuant to Section 81 and Section 83 of the Indian Act, like other bylaws, must be forwarded to the Minister for approval.

Code of Conduct

Chief and Council are expected to conduct themselves in an ethical, legal and professional manner. This expectation includes proper use of authority and appropriate group and individual behavior.

Authority

Except as explicitly set forth in these policies and any other applicable First Nation policies or laws, Chief and Council shall not attempt to exercise individual authority over the First Nation. Therefore:

- Chief and Council must speak with one voice.
- Chief and Council has no authority to interact with the public, the media or other entities on behalf of Council regarding an issue or issues that affect or may affect the First Nation without prior discussion of such issue or issues and approval of Council regarding such interaction.
- Chief and Council will make no judgment of the Administrator or staff performance unless that performance is assessed against explicit policies
- Chief and Council will respect all documents and instruments signed by approved signing authorities acting on behalf of the First Nation, including, without limitation, Band Council Resolutions, contracts, purchases and payments. Chief and Council will also respect all approval procedures for such documents as established from time to time.
- Unless otherwise stated in these policies, under no circumstances will Council directly advise, instruct, consult, direct, discipline or otherwise interact with staff, except through the Administrator.

Loyalty

The Chief and Council's ultimate loyalty is to the Membership and the First Nation. This loyalty supersedes:

- Loyalty to any advocacy or special interest groups and membership on other boards or staff
- The personal interest of any Councillor acting as an individual user of First Nation programs and services.

Defamatory, inflammatory or otherwise false statements made by Council or a Councillor about the First Nation or its operations will not be tolerated and will be subject to disciplinary procedures.

A Councillor will not do anything that s/he knows may adversely affect the First Nation's public image or credibility, particularly in ways that would hinder the First Nation's accomplishment of its strategic goals.

Conflict of Interest

Conflict of interest arises when the Chief and/or Council allows a personal interest to interfere with their duty to protect and promote the interest of the First Nation. To maintain harmony and respect with our membership, Chief and Council will not give preferential treatment to immediate family members or to any businesses, organizations and associations in which the Chief and/or Council's immediate family members have an interest. Where it is not possible to avoid the appearance of preferential treatment to immediate family members, the First Nation's values of respect for family, fairness, accountability and professionalism will guide any decision.

If a real or potential conflict of interest arises for the Chief and/or Council, the member must declare the conflict of interest and:

- Refrain from taking part in any discussion on the matter,
- Immediately leave the meeting, and
- Not attempt in any way to influence the vote on the matter.

The declaration is recorded in the Council minutes as well as the reasons for the declaration and the time the member left and re-entered the meeting.

Accepting Gifts

A Councillor will not, directly or indirectly, accept a fee, gift or personal benefit that is connected with the Councillor's performance of his/her duties unless the gift or personal benefit is a result of protocol, in which case it will be disclosed, or is authorized compensation.

Influence

A Councillor must not use his/her position to attempt to influence in any way a decision or other action to be made or taken at a meeting or by the staff, if the Councillor has a financial interest in the matter to which the decision or action to be made or taken by any person, if the Councillor has a financial interest in the matter to which the decision or action relates.

Confidentiality

No Councillor will use or divulge any personal, business or intergovernmental information acquired as a result of his/her role as Councillor for his/her own benefit or advantage or for the benefit or advantage of any other person.

No Councillor, Committee member or staff (including the Administrator) will divulge any personal, business, intergovernmental or otherwise confidential information that is acquired as a result of his/her office, position or role. This information must be kept confidential in the best interests of the First Nation as determined by the Council.

Council will take all steps that are reasonably necessary to ensure that any such information is kept confidential.

Communications

Council communications will be guided by the following principles:

- Deal with all persons in a fair, responsible and ethical manner and with honest, respectful communication.
- Maintain communications with the Membership regarding First Nation policies, programs and services – the official spokesperson for Council in this regard being the Chief, except where another Councillor or the Administrator is authorized under these policies to act in such a role.

Reporting

Council will report, on an annual basis or with such greater frequency as may be reasonably required, to the Membership on the First Nation's financial statements and the First Nation administered programs and services. Refer to the MAMALILIKULLA FIRST NATION Communication Strategy for further information.

Personal information about Members will not be disclosed to any person except in accordance with the First Nation's privacy laws and policies and, in the absence thereof, generally accepted privacy principles.

Enforcement

Council has the authority to make and enforce its own rules and penalties for Councilors who are found negligent in carrying out (or failing to carry out) their duties or are otherwise in contravention with these policies.

Each member of Council has a responsibility to uphold the integrity of the Council as a whole and through open dialogue and discussion will hold each other accountable. Where agreement cannot be met, Council require solicit a third party to mediate.

Council Orientation

Purpose

The purpose of orientation is to acquaint each Councilor with the First Nation, the Council, and the obligations and responsibilities of the individual Councilor. Orientation will be an ongoing process.

Orientation to Council

Orientation of the Council will be done before or at the first meeting of the new Councilors. A discussion of the relevant topics will help re-orient incumbent Councilors and introduce new Councilors to the operation, roles and responsibilities of Council. Support information will be distributed at this meeting together with the Governance Manual. To the best of his/her efforts, the Administrator will provide an overview of programs and services provided by the Mamalilikulla First Nation.

Orientation will focus on four areas:

- The importance of the Council and its contribution to meeting the needs of the First Nations and the Members.
- A review of the governance Manual, the Financial Accountability Policy, the Conflict of interest Rules and any other policies that Council declares necessary to review.
- Current programs and services.
- Council's relationship with other organization, groups and governments.

In the event of a complete turnover in Council (i.e. there are no incumbent Councilors), it will be the responsibility of the Elections Officer to provide each new Councilor with a binder containing Mamalilikulla First Nation Policies & Procedures and the previous Council's Strategic Plan. It will be contingent upon the new Council to ensure they adequately orient themselves to their new position.

Unity of Control

Only decisions of the Council acting as a body are binding on the Administrator
Accordingly:

- Decisions or instructions of individual Council members or committees are not binding on the Administrator, except in rare situations when the Council had specifically authorized the exercise of such authority.
- If an individual Councilor or Committee member requests information or assistance without Council authorization, the Administrator can refuse those requests that require (in the reasonable opinion of the Administrator) a material degree of staff time or funds, or are disruptive to the Administrator's other responsibilities.
- All requests for information must be made in writing. Personal information about other members will not be disclosed except in accordance with the First Nation's privacy laws and policies and, in the absence of which, generally accepted protection of privacy measures.
- Except as provided in the Governance manual or other First Nations policies or laws, the Administrator is the Council's only link to administrative activities and conduct therefore:
 - The Council will never give instructions to persons who report directly or indirectly to the Administrator
 - The Council will refrain from evaluation, either formally or informally, of any staff other than the Administrator.
 - The Council will view the Administrator's performance as identical to the performance of the First Nation's office. Therefore, the accomplishment of Council's stated goals will be viewed as the success of the Administrator's performance.
- With respect to the treatment of paid and volunteer staff, the Council and the Administrator will operate within the guidelines in the Mamalilikulla First Nation Personnel Policy manual.

Complaints & Dispute Resolution Procedure

A member who has a concern regarding the conduct of a member of Council can direct his/her concerns in writing (and in person if s/he so requests) to the Administrator for consideration. The issue will be discussed at the next Chief and Council meeting. The Chief and Council will make a decision as to how to respond and/or request additional information.

Administrator Roles & Responsibilities

Responsibilities

The Administrator shall, subject to First Nation laws, policies, be responsible for the day-to-day operations of the First Nation office including:

- The implementation of First Nation laws, policies, programs and services.
- Recommending to Council the appointment of senior staff reporting directly to the Administrator.
- Hiring and managing staff
- Developing the draft budget
- All other responsibilities specified or delegated by Council.

Operational Practices

When performing his or her duties, the Administrator will not cause or allow any practice, activity, decision or organizational situation which is unlawful, imprudent, or violates the commonly accepted business and professional ethics of First Nation or adversely impacts the reputation of the First Nation.

The Administrator and staff will not use or divulge to any person information acquired as a result of his/her role as Administrator for his/her own benefit or advantage or for the benefit or advantage of any other Person.

Delegation

While Council is ultimately accountable for the performance of the Mamalilikulla First Nation, it must, to the greatest extent possible, be free from involvement in the day-to-day operations of the First Nation. Council therefore supports the principle of delegation to the Administrator.

Staff Policy Development

To promote the utmost performance, the Council delegates staff policy development to the Administrator. These policies must guide the Administrator and staff. Within the limits of these policies, the Administrator may not operate without:

- Administrative policies and procedures that ensure operational and administrative efficiency and consistency;
- Publishing such procedures and making them appropriately available to all staff;
- A procedure that limits conflicts of interest to ensure openness, equal opportunity, and equal access to otherwise “inside” information.

The Administrator will be responsible for:

- Defining staff job descriptions and responsibilities;
- Determining compensation of staff by establishing a scale of salaries for specific classes of work based on the appropriate budget;
- Ensuring the staff code of ethics is upheld;
- Ensuring that staff complies with the First Nation’s personnel policy.

Fiscal Financial Policy

With respect to planning financial matters, the Administrator will not depart from Council's stated strategic goals or jeopardize the fiscal standard of First Nation Council. Thus, the Administrator will not:

- Permit accounting and reporting systems to operate outside of generally accepted accounting principles (GAAP).
- Plan the expenditures in any fiscal year of more operating funds than are conservatively projected to be received in that period.
- Produce a budget which contains too little information to allow:
 - A reasonably accurate projection of revenues and expenses.
 - A reliable cash flow projection.
 - Subsequent audit trails.
 - Planning assumptions.
- Reduce current liquid assets to below a level required to meet the First Nation's current liabilities.

Financial Activities & Control

The Administrator will oversee the First Nation's finances in a sound, responsible and prudent manner. Thus the Administrator will:

- Not cause the First Nation's liabilities to exceed the levels provided for in a duly approved budget;
- Not use any long term reserves without authorization;
- Settle payrolls and debts quickly;
- Make all tax payments or other government payments or filings on time unless otherwise authorized by Council;
- Not acquire, encumber, sell, transfer or otherwise dispose of assets and real property, without express authority;
- Aggressively pursue Band receivables after a reasonable grace period.

Administrator & Policies

The Administrator will interpret the policies and directions of in a prudent, ethical and reasonable manner consistent with the First Nation's vision, values and strategic plan therefore:

- The Administrator will take all actions and develop all activities that are consistent with Council's governance policies.
- The Council will respect the Administrator's choices and decisions if a policy is absent, provided the Administrator acts in accordance with this Governance Manual.
- The Administrator, by reporting contraventions to the Council guarantees that no contravention is intentionally kept from Council or a Committee.

The Administrator may delegate his/her responsibilities with the consent of Council.

Revisions

From time to time, the policies in this Governance Manual may require revision. Council will review these policies as the situation arises.