**NACCA**

**GOVERNANCE MANUAL**

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**NACCA**

**GOVERNANCE MANUAL**

# Introduction

The National Aboriginal Capital Corporations Association (NACCA) is a Canada-wide network of Aboriginal Financial Institutions dedicated to stimulating economic growth for First Nations, Métis and Inuit people by promoting and underwriting Aboriginal business development.

NACCA is organized as a not-for-profit corporation governed by a 9-member Board of Directors. Reflecting its adherence to the highest standards in corporate governance practices, NACCA has developed this governance manual to assist its Board of Directors with their work.

The manual aims to promote disciplined, effective Board decision-making by outlining the information essential to the Board’s task of governing the Association. It is informed by best practices in governance of Aboriginal organizations, as well as the commitment to transparency, accountability, and privacy that characterizes high-performing organizations in the financial sector.

A number of components relevant to governance are contained in the NACCA Bylaws, including:

* the composition, qualification and selection process for the Board of Directors.
* the term, disqualification, and remuneration requirements for Directors;
* rules for the calling and conduct of Board meetings;
* duties, expectations and powers of the Board;
* duties of NACCA’s Officers and the CEO; and,
* Board committees and general rules for their conduct.

The Bylaws are included as Tab II.B. in this manual. Other integral components the Board requires to govern are the letters patent (II.A), current strategic plan (II.C) and organizational structure (II.D). The remaining components aim above all to facilitate a collaborative relationship between the Board, its various committees, and the CEO of NACCA in fulfilling the governance and management functions.

The manual will serve as a reference for Directors throughout their tenure and as an orientation guide for new Directors. The NACCA Governance Manual might also be used as a resource for member Aboriginal Financial Institutions in structuring their own governance. It will remain in the custody of the Board Secretary, and will be reviewed annually (or as the Board deems necessary) by the Governance Committee.

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**NACCA**

**Governance Manual**

I. NACCA Foundations

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

NACCA Foundations

# A. Mandate

The National Aboriginal Capital Corporations Association is a Canada-wide network of Aboriginal Financial Institutions (Aboriginal Financial Institutions) dedicated to stimulating economic growth for First Nations, Métis and Inuit people by promoting and underwriting Aboriginal business development. Representing all Aboriginal people, NACCA is a membership-driven association. It is committed to providing a strong, unified national voice for member Aboriginal Financial Institutions and the Aboriginal entrepreneurs they serve, from coast to coast to coast.

As the unified voice of Aboriginal Financial Institutions, NACCA plays a national coordinating role on behalf of its members. The Association also funds them through the Aboriginal Entrepreneurship Program (AEP) and other programs in collaboration with its partners.

The NACCA logo is a stylized version of an eagle in flight, representing the role of the Association to support the vision, and invest in the strengths, of the Aboriginal entrepreneur.

# B. Foundational Principles

To fulfill its mandate, NACCA commits to conducting its work according to principles it regards as foundational. The principles guide the Board of Directors in governing the Association.

* **Member Orientation**
* To NACCA’s network of regionally-based Aboriginal Financial Institutions;
* Through the Aboriginal Financial Institutions, to Aboriginal entrepreneurs, as contributors to their local First Nations, Métis and Inuit economies.
* **Respect for Diversity**
* Of the distinct and varied cultural identities of Aboriginal entrepreneurs;
* Of their diverse sectors, regional economies, and business models;
* Of the differing types and mandates of Aboriginal lending institutions.
* **Transparency**

* In NACCA’s ongoing and open communication with member Aboriginal Financial Institutions, both in its advocacy role and in justifying funding decisions;
* Through its commitment to governance and program delivery by established policy.
* **Professionalism**
* In its commitment to the industry standards guiding all financial lending institutions;
* Its competency-based process for selecting Board candidates and Committee members.
* **Collaborative Orientation**
* With other Aboriginal organizations promoting Aboriginal economic development;
* With external partners (including federal government and private partners) who fund and pursue goals that are compatible with NACCA’s vision, mission and mandate.
* **Ownership, Control, Access and Possession (**OCAP®)[[1]](#footnote-1)
* Recognition that NACCA’s member Aboriginal Financial Institutions own their collective data and information;
* Commitment to the collective privacy of Aboriginal Financial Institutions where NACCA holds their information;
* Ensuring that all information collected on member Aboriginal Financial Institutions is used only with their consent;
* Commitment to provide member Aboriginal Financial Institutions any reports based on their data or information back to them in a usable form.
* **Balance**

Allowing NACCA successfully to manage:

* Its dual roles as national advocate for Aboriginal Financial Institutions and a program delivery mechanism;
* Its regionally-based composition and its national role and scope;
* Its primary accountability to its members and fulfillment of accountability requirements of its primary funder, the federal government.

The seven principles outlined above guide NACCA’s Board of Directors in all its work.

**NACCA**

**Governance Manual**

II. Governance Infrastructure

II. A.

NACCA Letters Patent

APPROVED: [XXXXXX]

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[insert NACCA letters patent here]

II. B.

NACCA Bylaws

APPROVED: [XXXXXX]

Last amended: [XXXXXX]

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[insert NACCA bylaws here]

II. C.

Strategic Orientation

APPROVED: [XXXXXX]

Last amended: [XXXXXX]

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Strategic Orientation

# Preamble

A primary role of the Board is to ensure that NACCA develops and pursues a coherent strategy that will enable it best to serve and promote its member Aboriginal Financial Institutions. A strategy will aim to bring forward the views of NACCA member Aboriginal Financial Institutions, reflecting them in a statement of organizational vision, mission, values, goals and priorities.

Adopted in 2008, NACCA’s vision statement is:

“NACCA will be a national network of financially sustainable Aboriginal Financial Institutions

which are committed to realizing vibrant Aboriginal economies.”

Adopted the same year, its mission statement is:

“Building the capacity of Aboriginal financial institutions to assist Aboriginal

business development and thereby increase their communities’ economic self-reliance.”

As a document containing information critical to the Board’s governing, NACCA’s current strategic plan is included below.

[insert latest strategic plan here]

II. D.

Organizational Structure

APPROVED: [XXXXXX]

Last amended: [XXXXXX]

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Organizational Structure

# Preamble

This section presents basic descriptive information on NACCA and its current organizational structure.

The NACCA logo is a stylized version of an eagle in flight. The official version of the logo is held by the Secretary. The logo will be used in all written correspondence as well as electronic correspondence of a formal nature.

Use of the logo by other Corporations or groups will only be permitted with the written consent of the Secretary.

**Organizational Structure**

[insert current organization chart

and any further descriptive material]

**Official Name and Location**

The official name of the Association is “National Aboriginal Capital Corporations Association” and this is the name to be used on all correspondence.

Currently, NACCA’s head office is:

#908, 75 Albert Street

Ottawa, ON K1P 5E7

Phone: 613.688.0894

Fax: 613.688.0895

E-mail:office@nacca.net

All correspondence with NACCA will be to this address.

II. E.

Code of Conduct for Directors

and Committee Members

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Code of Conduct for Directors

and Committee Members

# Preamble

Representing the national unified voice of Aboriginal Financial Institutions, NACCA’s Board of Directors strives to model the integrity, transparency, professionalism its members expect of it, grounding these ethical values in the distinctive and diverse cultural values of First Nations, Métis and Inuit peoples.

The purpose of this document is to set out a Code of Conduct that will apply to the Board of Directors and Board committee members. NACCA is establishing these standards to help build a positive, ethical environment that will enable the Association to carry out its work.

# Code of Ethics

***Board and Committee members agree that:***

We have an obligation to conduct ourselves, at all times, in a manner that promotes NACCA’s purpose to further the collective interests the Association serves in a spirit of cooperation and cultural understanding.

We have an obligation to conduct ourselves, at all times, in a manner that does not bring ourselves or the Association into disrepute.

We have an obligation to conduct ourselves in a way that preserves NACCA’s stability and integrity.

We have an obligation to function as Directors of the Association as a whole, not as members of particular constituencies.

We have an obligation to bring our regional expertise and issues to the attention of the Board, while governing in the interest of all our members.

We have an obligation to maintain effective communications with members.

We have an obligation to abide by this Code of Conduct.

We have an obligation to respect basic human rights.

***As general rules of conduct,***

We will come to meetings briefed and prepared in advance, in order to make informed decision.

We will practice active listening, approaching issues with an open mind.

We will encourage full, open and respectful discussions.

We will work together in a spirit of harmony and cooperation.

We commit ourselves to assisting and supporting our colleagues.

We will honour all commitments made.

We will not practice any adverse discrimination against anyone in any way.

We will not exploit relationships with colleagues for personal gain or the personal gain of friends and relatives.

We will respect confidences shared in working relationships and activities, and refuse to participate in gossiping of any kind.

We promise to be honest in describing our professional skills, abilities and background.

We commit to regular self-evaluation of our strengths, limitations, biases, or levels of effectiveness, and to strive for self-improvement.

Recognizing that we may be seen as role models, we will strive to uphold the positive and professional image of the Association by maintaining a high standard of behaviour.

# Confidentiality Policy

**Policy Statement**

In recognition of the objectives of the Association, the fiduciary role of Board Directors, and the principles of Ownership, Control, Access and Possession (OCAP®), it is essential that all materials and information relating to the Association be kept in strictest confidence unless otherwise permitted by written resolution of the Board.

Likewise, all information relating to NACCA’s member regional organizations or to individual Aboriginal Financial Institutions must be kept in strictest confidence unless otherwise permitted by formal written consent of the organization in question.

**Application**

This Confidentiality Policy applies to those who may have access to confidential information as a result of their involvement, whether directly or indirectly, with the Association. The obligation to maintain confidentiality is permanent, even after involvement with the Association has ceased.

Confidential information includes, but is not limited to:

(a) Any information—personal, financial or otherwise—that may cause embarrassment or perceived harm to any person or institution dealing with or providing information to the Association. Any information of a medical, private or secret nature shall be deemed to be confidential;

(b) Information relating to individual member Aboriginal Financial Institutions. Such information is proprietary to the individual institution and cannot be shared by any board member or employee of NACCA without its express permission.

(c) Information that is not for public consumption, including business plans, contracts, partnership and contribution agreements, funding arrangements and the administration of the Association that, if shared, could negatively harm or affect the business or reputation of the Association.

(d) All login passcodes provided for teleconference instructions and website viewing.

**Enforcement**

Upon receiving information that there has been a breach of confidentiality, the Chair shall convene a meeting of the Board for the purpose of determining whether a breach of confidentiality has occurred and if so, what, if any, measures should be taken in relation thereto.

**Consequences of Breach of Confidentiality Policy**

Upon a finding that a Director has failed to comply with the Confidentiality Policy of the Association, the remaining Directors may impose appropriate disciplinary action. Such action may include discharge by unanimous resolution of the remaining Directors of the Board, in accordance with Section 4.6.7 of the Bylaws.

# Oath of Office

**For the Board of Directors**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, do hereby solemnly affirm to fulfill to the best of my ability the duties of my position with NACCA. I acknowledge that, as a member of the Board of Directors, I am a fiduciary with respect to the business and affairs of NACCA. I have a responsibility, first and foremost, to the Association’s goals and objectives.

I commit myself to fulfilling my obligations and responsibilities in accordance with this Code of Conduct. I will uphold the Code of Ethics and will be bound by the Confidentiality Policy contained herein. I have an obligation to function primarily as a Director of the Association as a whole, not as a member of any particular constituency.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (Director signature) (date)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (Witness signature) (date)

# Oath of Office

**For Committees of the Board**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, do hereby solemnly swear affirm to fulfill to the best of my ability the duties of my position with NACCA. I acknowledge that, as a member of a Committee of the Board of Directors, I am a fiduciary with respect to the business and affairs of NACCA. I have a responsibility, first and foremost, to the Association’s goals and objectives.

I commit myself to fulfilling my obligations and responsibilities in accordance with this Code of Conduct. I will uphold the Code of Ethics and will be bound by the Confidentiality Policy contained herein. I have an obligation to function primarily as a Committee member of the Association, not as a member of any particular constituency.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (Member signature) (date)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (Witness signature) (date)

# Conflict of Interest Policy

NACCA strives for the utmost integrity and transparency in fulfilling its roles as both a funder and a unified voice for its members. All Directors of the Board or Board committee members must arrange their affairs, in public and in private, to prevent any real, perceived or potential conflict of interest.

A conflict of interest exists where you, a partner, a business associate, or a close family member:

* are a party to a material contract or a proposed material contract with NACCA;
* are a Director or officer of an organization or have a material interest in any company or person who is a party to a material contract or proposed material contract with NACCA;
* are directly involved in an issue under discussion, or associated with an issue under discussion in a substantive way and stand to benefit or personally gain from the decision made, or
* assist a third party in its dealings with NACCA, where such assistance could result in favourable or preferential treatment being accorded to that third party by NACCA;
* are a party to a contract or a proposed contract with a third party who has dealings with NACCA.

**Procedures**

1. Directors must self-declare that a conflict or a potential conflict exists to the Board as a whole. Committee members must self-declare that a conflict or a potential conflict exists to the Committee as a whole.
2. Directors or Committee members shall declare a conflict or potential conflict of interest in a transparent manner at the start of a meeting, when it will be recorded in the minutes. If a conflict arises in the course of a meeting, the Director or Committee member shall declare it immediately.
3. If a Director becomes aware of someone else for whom such a conflict exists or potentially exists, the Director must report it to the Board in a timely manner.
4. In all cases, conflicts of interest will be resolved in favour of NACCA.

5. The resolution of the conflict of interest may require that a Director to withdraw from a discussion or a meeting, refrain from voting on an issue, or remove or terminate the conflict or potential conflict by whatever means necessary, including relinquishment of his/her office with NACCA.

6. Provided that the conflict of interest is disclosed as soon as possible, no material contract entered into or action taken by NACCA with knowledge of the conflict of interest is void or voidable.

7. If a conflict of interest is discovered after a decision is made that might have been affected by knowledge of that conflict, the decision is not void or voidable, provided that the decision was made fairly and on reasonable grounds.

8. If a Director knowingly fails to disclose a conflict of interest, NACCA reserves all rights it may have at law to have any contract entered into or any action taken set aside, revoked, or rescinded. In addition, the Board may request that the Director resign, or remove the Director by unanimous resolution in accordance with Section 4.6.7 of the Bylaws.

**Acceptance of Gifts**

Directors may not solicit or accept gifts. However, they may accept a gift or other benefit of nominal value if it is customary or culturally appropriate to do so.

II. F.

Committee Framework

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Committee Framework

# Preamble

In order to facilitate its governance and benefit from the expertise of its Directors to the maximum extent, the Board will constitute committees charged with providing advice on strategic and operational issues. These committees will operate under Board authority and report regularly on the fulfillment of their mandate.

This framework establishes the general parameters of their functioning.

# Typology

In accordance with the NACCA By-Laws, the Board will appoint the following ***statutory standing committees*** following each Board election or at the time prescribed in the Bylaws :

* the AEP Committee,
* the Governance Committee,
* the National Nominating Committee.

Also at the beginning of every new mandate, the Board may, on the recommendation of the Governance Committee and the CEO, establish the following ***standing committees***:

* an executive committee,
* an audit and finance committee,
* a personnel committee.

From time to time, in accordance with its needs, the Board may also appoint ***ad hoc committees*** charged with examining specific issues affecting the interest of the Association and its members and advise on the appropriate course of action (for example, impact of new legislation or opportunity for a new partnership).

Finally, if it deems necessary, the Board may also create ***sectoral committees*** to advise on issues specific to a given geographic area or business sector.

All committees are accountable to the Board they advise. They have no authority other than that prescribed in the By-laws or specifically delegated by the Board. The Chair and the CEO are ex-officio members of all the committees.

# Terms of reference

All board resolutions establishing a committee must necessarily include terms of reference containing at a minimum the following elements:

1. **Background**

The regulation or the reason for creating the committee.

1. **Nature**

The type of committee as defined above.

1. **Mandate**

The general nature of the mandate entrusted.

1. **Membership**

Number and profile of members as well as mean to designate its chair.

1. **Responsibilities**

Specific expectations of deliverables in regard to the mandate.

1. **Resources**

Staff member designated by the CEO to support the committee and/or budget allocated for travel and professional services if needed.

1. **Timeline**

Deadlines for deliverables and minimum/maximum number of meetings expected.

1. **Administration**

Delegation of authorities required to conduct its business (i.e. conduct of meetings, access to records, calling of witnesses or experts).

# Committee Membership

Unless otherwise prescribed by regulation, as a general rule, only Board Directors may be designated to sit on any committee, based on competency and interest.

In exceptional circumstances, the Board may appoint another member of the Association or an outside expert to a given committee, should the nature of the mandate require specific expertise.

The number of members may vary from one committee to the next depending on the extent of the task and the level of contribution required. However, a committee must have at least three members and no more than five.

# Accountability

Each regular meeting of the Board must have an agenda item called “committee reports,” during which each committee chair will report on progress and answer questions related to the fulfillment of that committee’s mandate. Generally, the committee chair will provide a written report to the Board in advance of the meeting.

# Evaluation

The Board shall evaluate its committees on an annual basis, based on a template and process developed by the Governance Committee. As part of its evaluation, the Board will review the competency requirements for selecting committee members.

# Amendment

This committee framework may be amended by the Board as necessary, but must be reviewed by the Governance Committee at least every two years.

II. G.

Roles and Responsibilities

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Roles and Responsibilities

# Preamble

To facilitate mutually supportive, collaborative relationships of the Board of Directors, various Board Committees, and CEO of NACCA, this section clarifies general roles and responsibilities. The general duties of the Board, individual officers, and CEO are set out in the Bylaws. Roles and responsibilities for individual policy and program areas will be outlined in later sections of this manual.

# Roles and Responsibilities of the Board of Directors

The Board of directors is a group of elected individuals collectively governing the business of the Association. As such, it is legally and morally responsible for all the activities of the organization.

Its composition, powers and operation are determined by relevant legislation and the NACCA Bylaws. The Board is accountable to the members through their general meeting(s).

**Role Exercised Collectively**

The Board governs the Association as a collectivity. Directors exercise their powers through decisions of the Board as a whole. Individual directors have no authority to direct employees or the operations of the Corporation or its advisors.

**Delegation**

The Board may delegate some of its responsibilities to one of its committees or to the CEO, in which case an account of the delegation must be rendered to the Board on a regular, pre-determined basis. Some responsibilities may not be delegated, such as those defined in legislation or the Bylaws of the Association.

A delegated responsibility may not be sub-delegated.

The Board retains all powers and responsibilities not expressly delegated by resolution.

**Accommodation of Regional or Sectoral Interests**

The Board’s primary responsibility is national, directed to governing in the interests of its membership as a whole. However, groups of members, including regions and those with interests in specific areas of lending, may have important interests not shared by other members. The Board will work to further these interests if requested to do so within the context of resource constraints and where these interests do not conflict with those of other members.

# Roles and Responsibilities of Committees

The powers of committees are outlined in the Bylaws, the Committee Framework in this manual, and Terms of Reference for individual committees of the Board.

Committees of the Board have no authority beyond that specifically delegated by the Board. They may prepare decisions for the full Board to make and interpret those decisions for the CEO to implement. All decisions must be subject to Board sanction.

Committees will work collaboratively with the CEO to achieve their tasks delegated by the Board.

# Roles and Responsibilities of the CEO

The CEO is responsible to the Board of Directors for the ongoing management of the human, financial and material resources of the Association in order to achieve its objectives.

The CEO manages all the activities of the organization in accordance with policies and directives established by the Board and is the Board’s sole employee.

The CEO is responsible for making all operational decisions and for keeping the Board Chair, responsible committees, and Board informed of results and emerging issues in a timely manner.

The CEO will work collaboratively with committees as necessary to achieve tasks delegated by the Board.

# Amendment

This general statement of roles and responsibilities may be amended by the Board as necessary, but must be reviewed by the Governance Committee at least every two years.

**NACCA**

**Governance Manual**

III. Governance Framework

III. A.

Policy Development and Approval

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Policy Development and Approval

# Preamble

Together with its Bylaws and its overall governance framework, NACCA’s policies are the backbone of the Association. They provide the “rules” under which the Association’s members and staff carry out their respective duties.

# Roles and Responsibilities

The Board is responsible for planning a course of action that guides future decisions, provides clarity and ensures decisions are made logically and consistently. With regard to policy development, the Board has the following responsibilities:

* Adopt a policy development framework;
* Ensure operational policies are effective, efficient and consistent with strategic direction and member expectations, and;
* Provide final approval of all new, revised, or rescinded policies.

With regard to policy development, the Committee designated to that particular policy area has the following responsibilities:

* Review policies developed by the CEO and recommend approval by Board;
* Ensure policy development is thorough, inclusive and evidence-based; and
* Ensure that existing policies and procedures are kept current by reviewing periodically.

With regard to policy development, the CEO has the following responsibilities:

* Develop strategic program policies and submit to the responsible committee for recommendation to the Board;
* Develop and implement all administrative policies necessary for the effective operation of the Association;
* Monitor progress of the policy development process through research, drafting, approval, issuance and implementation stages;
* Maintain a comprehensive list and repository of all existing policies;
* Ensure that policy documents are in standardized format and are consistent with NACCA’s bylaws and other relevant legislation; and,
* Monitor compliance and take necessary corrective action.

Policy Format and Approval Process

Unless otherwise approved by the Board, all policies will follow the following format:

* + 1. **Policy** – clear statement that indicates the protocol or rule affecting the specific area
		2. **Purpose** – The reason or rationale underlying the policy and procedure
		3. **Scope** – The areas, functions, individuals, or departments affected by the policy
		4. **Definitions** – Any specialized terms that are not otherwise defined
		5. **Responsibilities** – Describes who, using generic titles or positions, is responsible for implementing or maintaining the policy and procedure
		6. **Procedures** – Describes the steps, details, or methods to be used to implement and maintain the policy and procedures
		7. **References** (optional) – List of applicable documents, policies, laws and regulations
		8. **Attachments** (optional) - forms, reports, or records that are generated from the policy

The CEO will submit final draft policy documents for review by the responsible committee.

Depending on the policy content, the responsible committee will review the draft policy documents and may recommend them, with or without amendments, to the Board for final approval.

Each policy and procedure document presented to the Board for approval will include a list of the persons or organizations affected by the policy and a documented record of the responsible committee’s review and recommendation.

Once approved by the Board, a new or revised policy must be communicated and made accessible to all affected departments and persons.

III.B.

Program Delivery

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Program Delivery

# Preamble

Together with advocacy on behalf of member Aboriginal Financial Institutions, program delivery is an important role for NACCA. The Association delivers a range of programs to its members, including the Aboriginal Entrepreneurship Program (AEP).

This board governance manual outlines only the basic roles and responsibilities involved in program delivery. The Aboriginal Entrepreneurship Program manual and other administrative manuals contain more detailed information on specific programs.

1. **Roles and Responsibilities**

With regard to program delivery, the Board has the following responsibilities:

* Appoint and oversee the AEP, including adoption and amendment of its design, policies and procedures;
* Adopt yearly operational plans to ensure that program activities and services contribute adequately to the achievement of strategic objectives; and,
* Ensure the ongoing organizational capacity to administer NACCA programs.

With regard to program delivery, the AEP Committee has the following responsibilities:

* Advise the Board on design, policies and procedures of the AEP;
* Ensure that program activities are consistent with the AEP policy framework and funder requirements;
* Review AEP activity reports and recommend, as necessary, appropriate action to the Board of Directors;
* Hear appeals on program management decisions and provide related final decisions and reports to the Board.

With regard to program delivery, the Technical Advisory Group is responsible for supporting the Board in its program design through technical analysis and tools development.

With regard to program delivery, the CEO has the following responsibilities:

* Establish and manage all program delivery mechanisms to meet organizational objectives;
* Monitor and report on program performance; and
* Take timely corrective action as necessary.

III. C.

Communications

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Communications

# Preamble

In keeping with NACCA’s membership orientation, its collaborative work with external partners, and its commitment to transparency, maintaining effective communications is paramount to the Association’s success.

Specific communication policies and mechanisms appear in a separate administrative policy manual. This section outlines the roles and responsibilities entailed in the Association’s communications. It should be read in conjunction with the Bylaws and the confidentiality policy contained in the Board Code of Conduct.

# Roles and Responsibilities

With regard to communications, the Board has the following responsibilities:

* Establish effective communication mechanisms with members to ensure maximum transparency while protecting confidential information and Board solidarity on collective decisions.

With regard to communications, the Executive Committee has the following responsibilities:

* Monitor member satisfaction with levels of access to information and privacy protection; and,
* Monitor public perception of the Association.

With regard to communications, the CEO has the following responsibilities:

* Develop a communication strategy to promote the services of the Association, the interests of its members, and effective relations with external partners;
* Provide regular updates to members and solicit regular member feedback;
* On a 3- to 5-year basis, engage in formal consultations with members to gain their input into the strategic plan;
* Maintain productive ongoing relationships with external partners, in particular federal government partners and other national Aboriginal organizations;
* Create and maintain an up-to-date website for the Association; and,
* Ensure the internal staffing capacity to fulfill the organization’s various communication tasks.

III.D.

Risk Management

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Risk Management

# Preamble

As with any organization, an inevitable element of NACCA’s operating environment is risk. Together with the CEO, the NACCA Board plays a key role in identifying, assessing and managing risks in a way that will help the Association realize its strategic objectives and improve its performance.

Policies and procedures governing the development and implementation of risk management frameworks appear in a separate manual. This manual outlines basic roles and responsibilities.

# Roles and Responsibilities

The Board is responsible for overseeing the identification, assessment and management of risk for the Association. To this end, it has the following responsibilities:

* Adopt a risk management framework and review related quarterly reports; and,
* Ensure the Association complies with its legal and contractual obligations.

With regard to risk management, the Executive Committee has the following responsibilities:

* Monitor implementation of risk management framework; and,
* Advise on amendment as necessary.

With regard to risk management, the Finance and Audit Committee has the following responsibilities:

* Provide input into the risk management framework, including any updates.
* Advise on amendment as necessary.

With regard to risk management, the CEO has the following responsibilities:

* Monitor external and internal environment to identify emerging risks;
* Draft a risk management framework for Board approval;
* Implement Board-approved risk management framework;
* Ensure qualified staff to implement the risk management framework;
* Develop quarterly Board reports indicating risks and management activities;
* Review and amend risk management framework as necessary;
* Take all action necessary to protect the integrity of the Association.

III. E.

Financial Resources

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Financial Resources

# Preamble

The NACCA Board has established a budgeting and financial audit process to support the Association’s operational and long-term strategic plans.

The Audit/Finance Committee assists the Board of Directors in fulfilling its fiduciary responsibilities, financial reporting and regulatory compliance, and matters relating to internal control systems, risk management systems, and internal and external audit functions. It further ensures the organization’s legal and ethical conduct in financial matters.

General budgeting, financial management, and external audit policies and procedures can be found in a separate administrative policy manual. This manual outlines general roles and responsibilities for governing, managing and auditing the use of the Association’s financial resources.

# Roles and Responsibilities

With regard to financial resources, the Board has the following responsibilities:

* Present audited financial statements and external auditor report to the membership at the Annual General Meeting;
* Adopt the Association’s annual operating plan and financial statements on recommendation of the CEO and the Audit/Finance Committee;
* Authorise unbudgeted expenditures;
* Authorise establishment of bank accounts;
* Approve bank loans;
* Designate authorised signing officers;
* Establish and review required signing authority levels; and,
* Set membership fees.

With regard to financial resources, the Audit/Finance Committee has the following responsibilities:

* Review all financial statements and recommend to the Board for approval;
* Review the financial content of the Annual Report and recommend to the Board for approval;
* Recommend to the Board the appointment of an external auditor; and
* Review, assess and advise CEO on internal financial control mechanisms.

The CEO is responsible for the day-to-day management and administration of the Corporation’s finances. With regard to financial resources, the CEO has the following responsibilities:

* Make recommendations to the Board on financial matters;
* Draft annual operating plan and budget;
* Develop monthly financial reports;
* Receive all funds on behalf of NACCA;
* Establish rigorous internal financial control mechanisms, with qualified staffing;
* Approve and monitor expenditure of funds according to approved budgets;
* Authorise all budgeted expenditures within established spending levels; and
* With the Audit/Finance committee, regularly assess effectiveness of internal financial control mechanisms, recommending amendment as necessary.

III.F.

Human Resources

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Human Resources

# Preamble

As the legal employer of all NACCA employees, the Board has overall responsibility for ensuring that personnel management complies with relevant legislation and that staffing meets operational and strategic needs. To advise it in this work, the Board has established a standing Personnel Committee.

Human resource management policies and procedures can be found in a separate administrative policy manual and the collective agreement. This manual outlines the general roles and responsibilities.

# Roles and Responsibilities

The Board is responsible for general oversight of human resource management. With regard to human resources, the Board has the following responsibilities:

* Establish competent committees to assist with the delivery of its responsibilities;
* Recruit, empower and evaluate the CEO;
* Approve personnel policies, ensuring they conform with relevant laws and regulations; and,
* Approve the organizational chart.

The Personnel Committee has the mandate to review personnel policies and recommend any changes to the Board that would help ensure efficient human resources for the operations of the organization. With regard to human resources, the Personnel Committee has the following responsibilities:

* Review the organizational structure and personnel management policies developed by the CEO and recommend Board approval;
* Examine reports on productivity, quality, competency, capacity and succession planning within the organization and advise on corrective measures at the request of the Board or the CEO; and,
* Establish the process for the Board’s annual performance evaluation of the CEO.

With regard to human resources, the CEO has the following responsibilities:

* Develop personnel management policies for Board approval in consultation with the Personnel Committee;
* Develop organizational chart, staff competency profiles, and job descriptions; and,
* Hire, train, supervise and evaluate all NACCA employees.

III. G.

Information and

Information Technology

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Information and Information Technology

# Preamble

NACCA has established information management and technology systems to support its operational requirements. Such systems feature appropriate safeguards and monitoring processes to protect both NACCA’s own information and that of member Aboriginal Financial Institutions. In addition, the Board is transitioning to digital formats in conducting its own and committee work.

Detailed information management and information technology policies and procedures can be found in a separate administrative policy manual. This manual outlines general roles and responsibilities.

# Roles and Responsibilities

With regard to information management and technology, the Board has the following responsibilities:

* Establish policies and procedures for information management;
* Establish documented procedures for use of information technology;
* Establish directives for board use of information technology and devices.

With regard to information, the Audit/Finance Committee has the following responsibilities:

* Monitor the adequacy and reliability of financial information and control systems and procedures.

With regard to information management and technology, the CEO has the following responsibilities:

* Develop and implement information management and technology procedures;
* Ensure the presence of appropriate safeguards of information and IT controls;
* Ensure compliance with established records retention and disposition schedule;
* Monitor the performance of internal and/or external information technology professionals.

III. H

Board Orientation,

Self-Evaluation and Succession Planning

APPROVED: July X, 2016

Name:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Board Orientation, Self-Evaluation

and Succession Planning

# Orientation of New Board Directors

One purpose of this governance manual is to serve as a guide for orienting new recruits to the NACCA Board of Directors.

At the Board’s inaugural meeting directly following an AGA, all new Directors will review the Code of Conduct with the full Board. They will then formally declare and sign their Oath of Office in the presence of the NACCA membership. At the same meeting, Directors whose terms are ongoing will reaffirm their Oath of Office.

The Board will reserve one half day of its second meeting to review the NACCA Governance Manual with all Directors.

# Board Self-Evaluation

Consistent with its commitment to excellence in corporate governance and continual improvement, the NACCA Board of Directors will engage in an annual self-evaluation process, to be developed by the Governance Committee. The self-evaluation will also assist the Board with its annual review of the competency requirement and help it set priorities for the nomination of new candidates.

The Governance Committee has developed a self-evaluation form, which Board Directors will complete on an annual basis. The full Board will review the completed evaluation forms. The self-evaluation form is an evergreen document, to be updated by the Governance Committee together with the Governance Manual. The current form is included in the reference materials for this manual.

# Succession Planning

To help ensure that it recruits new Board candidates with the skills, expertise and experience NACCA requires, the Board will review the competency requirement for Board candidates on an annual basis.

The National Nominating Committee will use this competency profile in seeking nominations for new candidates.

Attendance and Compensation Guideline

# Preamble

The NACCA Board of Directors is composed of nine Directors elected at the Annual General Meetings on the recommendation of a National Nomination Committee. Committee recommendations are based on an assessment of the competence of potential Board candidates.

In addition to possessing the required competencies, candidates must be willing to dedicate the time required to fulfill their duties. This guideline seeks to set out the time and compensation that Directors can expect for fulfilling their Board and committee duties. The guideline further outlines attendance requirements for meetings.

# Meeting Frequency and Length

The NACCA Board holds in-person meetings at least four and no more than six times per year. Unless otherwise determined by the Board, meetings require 1.5 days for business. Members should plan to spend one half day to prepare for each meeting.

In addition to Board meetings, Directors are expected to participate in at least one Board Committee. NACCA committees meet in person at least twice, but no more than four times, per year. Directors should expect to spend one day on committee business per in-person meeting.

Both the Board and its committees may meet by teleconference as required. These meetings do not normally require more than two hours and address a maximum of two agenda items.

# Attendance

Board Directors are expected to attend all duly called meetings of the Board. The NACCA Bylaws (Section 4.5.7) state that a Director’s absence from three (3) regular meetings in succession, without just cause, are grounds for deeming that Director to have resigned his or her position.

The Board will undertake the following steps to determine whether an absence from three successive meetings constitutes resignation:

1. The Board Chair will promptly contact the Director to discuss the grounds of willful negligence and a potential breach of the Bylaws in being consistently absent from meetings.

2. The Directors of the Association shall, on the written notice of the Board, call a special meeting. At that meeting, the Board will determine whether a Director has been absent for three regular Board meetings without just cause by a majority vote.

3. Upon 30 days notice in writing to a Director, and after giving such Director an opportunity to be heard, the Board shall have the authority to declare the position vacant.

# Compensation

Directors are expected to fulfill most of their duties on a volunteer basis, including communication activities in their regions between meetings.

As per Section 4.8 of the Bylaws, Directors are entitled to reimbursement of reasonable expenses and an appropriate honorarium for their work. Directors will be compensated with an honorarium of $250 for each full day of meeting of the Board or a committee and $125 for a meeting of four hours or less. Directors can also expect compensation of $125 per regular full meeting for four hours of preparation time.

Details on the reimbursement of eligible travel expenses are contained in a separate Travel Policy Guideline.

1. The principles of OCAP are under registered trademark held by the First Nations Information Governance Centre. The principles were developed for use by First Nations communities and their leaders. In a more general sense, the principles can guide how information is governed in other Aboriginal organizations as well. [↑](#footnote-ref-1)