

SECTION: GOVERNANCE PROCESS	TITLE: GOVERNING STYLE	NUMBER: 2.1 – 2.8
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: September 26, 2005 R: January 27, 2011

Global Policy:

The Board will approach its tasks with a style which emphasizes outward rather than, internal preoccupation, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and Staff roles, collective rather than individual decisions, future rather than past or present, and pro-activity rather than re-activity.

Policy:

- 2.1 Operate mindful of its civic trusteeship obligation to those who morally own the organization.
- 2.2 Enforce upon it whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy-making principles, respect of roles and speaking with one voice.
- 2.3 Direct, control and inspire the organization through the careful establishment of the broadest organizational values and perspectives through written policy.
- 2.4 Focus chiefly on long-term impacts on the world outside the organization and not on the administrative or programmatic means of attaining those effects.
- 2.5 Be an initiator of policy. The Board needs, welcomes and will seek out the necessary information and education to assist with the decision-making process.
- 2.6 Use the expertise of individual members to enhance the Board as a body, rather than substitute their individual values for the group's values.
- 2.7 Monitor and regularly discuss the Board's own process and performance. Insure the continuity of its governance capability by retraining and redevelopment.
 - a) Self-monitoring periodic Board discussion of process improvement.
 - b) Continual redevelopment will include orientation of new members of the Board's adopted governance process and periodic Board discussion on process improvement. (Political and economic climate)
- 2.8 Be accountable to the general public for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment. As a part of

accountability, current Board policy will be accessible at the G.R.E.A.T. Office and web site by any Six Nations member.

SECTION: GOVERNANCE PROCESS	TITLE: GOVERNANCE COMMITMENT	NUMBER: 2.9
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: September 26, 2005

The Board, on behalf of the Onkweh'on:we community will express its leadership through continually improved governance.

SECTION: GOVERNANCE PROCESS	TITLE: BOARD MEMBERS CODE OF CONDUCT	NUMBER: 2.10 - 2.18
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: September 26, 2005

The Board expects of itself and its members, ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board members.

More specifically;

- 2.10 Board members must represent non-conflicted loyalty to the interests of the Six Nations membership. This accountability supercedes the personal interest of any Board members acting as individual consumer of G.R.E.A.T.'s services.
- 2.11 Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
- 2.12 There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- 2.13 Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
- 2.14 Should a Board member be considered for employment, he/she must temporarily withdraw from Board deliberations and access to Board information. If accepted for employment, must resign from the Board.

- 2.15 A Board member upon learning of a conflict or potential conflict concerning oneself or another Board Member must disclose such conflict to the Board. Where such conflict exists as decided by the Board, the member will be required to physically withdraw from all Board debate, discussions and decisions on the matter.
- 2.16 The Chairperson will record in the minutes any declared conflict of interest on the part of a Board Member.
- 2.17 Board members may not attempt to exercise individual authority over the organization except set forth in Board policies.
- a) Board member’s interaction with the Executive Director or Staff must recognize the lack of authority in any individual Board member or group of Board members.
 - b) Board member’s interaction with the public, press or other entities must recognize the same limitations and the similar inability of any Board member or Board members to speak for the Board.
 - c) Board members will make no judgments of the Executive Director or Staff performance except as that performance is assessed against explicit Board policies by the official process (see Monitoring Executive Limitations and Ends).
- 2.18 No Board Member shall disclose confidential or classified information.

SECTION: GOVERNANCE PROCESS	TITLE: BOARD COMPOSITION	NUMBER: 2.19
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: October 26, 2006 R: January 27, 2011

The G.R.E.A.T. Board will consist of up to ten members who are committed to increase the number of employed Onkwehon:we. Included in the membership are up to two Six Nations Elected Council representatives.

SECTION: GOVERNANCE PROCESS	TITLE: BOARD SELECTION CRITERIA FOR MEMBERSHIP	NUMBER: 2.20
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: October 26, 2006

2.20 Policy:

1. Onkwehon: we members of Six Nations of the Grand River Territory.
2. Must demonstrate commitment to employment.
3. Past community involvement.
4. Able to commit to orientation training sessions.
5. Must serve a minimum term of three years.
6. Must be able to dialogue into a consensus decision-making process.
7. Willing to submit to a police check.

SECTION: GOVERNANCE PROCESS	TITLE: BOARD MEMBER RECRUITMENT	NUMBER: 2.21
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: September 26, 2005 R. January 28, 2010 R. January 27, 2011

2.21 Policy:

1. The process of Board Member recruitment is the responsibility of the Nominating Committee.
2. The recruitment of potential board members will be through advertisement.
3. When possible, Board members who are planning to retire shall assist in recruitment and participate in a Board shadowing process for new members (at least one meeting).
4. Recruited individuals including Six Nations Elected Council will be screened as per policy for screening Board applicants.
5. The Nominating Committee shall keep in mind the need for diversity on the Board.

SECTION: GOVERNANCE PROCESS	TITLE: BOARD JOB DESCRIPTION	NUMBER: 2.22 – 2.25
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: October 26, 2006 R. December 5, 2008 R. January 28, 2010

Global Policy:

The job of the Board is to make certain contributions, which lead the organization toward the desired performance and assure that it occurs. The Board’s specific contributions are unique to its trusteeship role and necessary for proper governance and management.

Consequently, the job of the Board shall be:

2.22 Establish and maintain appropriate linkages and relationships locally, regionally, nationally and internationally for the purpose of:

- a) Articulating and reflecting community values to guide acceptable means.
- b) Sharing knowledge about training and employment issues and opportunities with the community.
- c) Advising on issues and providing recommendations to the community.
- d) Participating in future agreement negotiations.

2.23 This may be facilitated by:

- a) Reviewing reports in the media
- b) Informal dialogue with the Onkwehonwe of the Grand River Territory, including but not limited to Six Nations Elected Council, Confederacy Council and other Boards/Organizations.
- c) The Six Nations Elected Council representatives shall provide the formal linkage to Six Nations Elected Council on behalf of G.R.E.A.T.

2.24 Write governing policies which, at the broadest level address:

- A. ENDS:** Organizational products, impacts, benefits, and outcomes (what benefit, for whom, at what cost)
- B. Executive Limitations:** Constraints on executive authority, which establishes the prudence and ethics boundaries, within which all executive activity and decisions must take place.
- C. Governance Process:** Specifications of how the Board conceives, carries out and monitors its own tasks.
- D. Board- Staff Linkages:** How authority is delegated and its proper use monitored.

2.25 The assurance of Executive performance against policies in 2.24(A) and (B).

SECTION: GOVERNANCE PROCESS	TITLE: BOARD MEMBERS JOB DESCRIPTION	NUMBER: 2.26 – 2.31
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: September 26, 2005

In agreeing to accept appointment to the Board, the Members are deemed to have agreed to carry out the following duties on behalf of the organization and its ownership.

2.26 REPRESENT OWNERS

1. Board Members will work on behalf of the ownership of the organization and the organization as a whole.
2. Board Members will act as stewards, on behalf of the ownership.
3. Board Members will make their decisions in what they believe to be the best interest of the ownership of the Organization.

2.27 REPRESENT BOARD

1. Board Members will not speak officially on behalf of the Board, as this is the role of the Chair, unless requested to act on behalf of the Chair.
2. Board Members will not take action as individuals, rather the Board members act as a team.
3. Once a decision has been reached, Board Members are expected to support the decision.
4. Board Members may be asked by the Chair to represent the organization on civic occasions or at meetings of other agencies or government on behalf of the Chair.
5. Board Members are relied on by the Board to remember the needs and interests of the organization in their dealings in the community.
6. Board Members should keep the Board, including the Chair / Executive Director informed of matters relevant to the organization.

2.28 RESPECT OF OFFICE

1. If in exceptional circumstances a Board Member or their families or business associates choose to engage in commercial or professional business with the Board as allowed in the bylaws, then the Board Member must declare the interest to the officers of the Board and hear their advice. This discussion must take place in advance of any Board or Board Committee meeting at which time the matter is scheduled for discussion.
2. All specific personnel or personal information, presented at a Board meeting will be kept in the strictest of confidence by Board Members and referred to only at the official times when they are relevant.

3. Board members are expected to discuss board business among board members only. (The Board will have in place a variety of strategies to communicate with the ownership and other stakeholders).
4. Individual Board Members are accountable to the Board Membership regarding their individual performance.

2.29 **SERVICE**

1. Board Members will govern and participate in Board committee and task force meetings consistent with the Governance Process.
2. Board Members will be prepared to serve on at least one committee or task force of the board as needed.
3. Board Members may serve on additional task forces as they are able and as the need arises.
4. Within their skills sets, Board Members will assume specific assignments such as leading a task force, preparing a discussion document for Board consideration or leading a Board discussion.
5. Board Members will actively participate in Board meetings to bring forward ideas, perspectives, and expertise in order to assist the Board in making the best possible decisions.
6. Board Members discuss and develop policy to establish the mission and long term goals of the organization, the value system of the organization, the limits of authority of the senior staff member, and the processes the Board uses to complete its own work.
7. Board members will periodically be called upon to show public support for the organization by being present at specific events as required.

2.30 **PREPARATION**

1. Board Members are expected to help meetings to be productive in part by reviewing the build-up and background material pre-circulated for Board meetings, prior to the meeting.
2. Board Members will be prepared to discuss and decide on matters in the interests of ownership, the organization and clients.
3. Board Members should seek clarification as needed prior to the Board meeting with the Chair / Executive Director on any significant agenda items.
4. Board Members must be familiar with Board policy and basic procedure.
5. Board Members will attend at least one external continuing education session per year related to their role as Board Member.

2.31 **ATTENDANCE**

1. Board Members are expected to attend all meetings as their input is essential and continuity from meeting to meeting is critical.

2. Regrets for an absence should be made to the Chair via the organization office. The board member may wish to speak directly to the Chair with regard to the reason.
3. If a Board member misses two consecutive meetings without an explanation, the Board Member will be deemed to have retired from the Board
4. Planned leave of absence shall be permitted if it is for just cause and shall not jeopardize the Board’s process. Such absence shall be noted.

SECTION: GOVERNANCE PROCESS	TITLE: CHAIRPERSON’S ROLE	NUMBER: 2.32 – 2.35
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: October 26, 2006 R. January 27, 2011

Global Policy:

The job of the Board Chairperson is primarily to oversee the integrity of the Board’s process and secondarily, to represent the Board to outside parties. The Board Chairperson is the only Board member officially authorized to speak on behalf of the Board (beyond simply reporting Board events), other than in rare and specifically authorized instances.

Policy:

2.32 The job output of the Board Chairperson is that the Board behaves consistent with its own Governance Process and Board-Staff Linkages policies and those legitimately imposed upon it from outside the organization.

- a) Meeting discussion content will only be those issues, which according to Board policy clearly belong to the Board to decide, not the Executive Director.
- b) Deliberation will be fair, open and thorough but also efficient, orderly and kept to the point.

2.33 The authority of the Board Chairperson consists in making decisions on behalf of the Board. This authority extends to all decisions, which fall within and are consistent with any reasonable interpretation of Board policies on Governance Process and Board-Staff Linkages, except where the Board specifically delegates portions of the authority to others (i.e. Nominating Committee Delegates, Future of Great Committee Delegates).

- a) The Chairperson is empowered to chair Board meetings with all the commonly accepted responsibility of the position (e.g. Ruling, recognizing etc.).

- b) The Chairperson has no authority to make decisions about policies created by the Board within ENDS and Executive Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the Executive Director.
- c) The Chairperson may represent the Board to outside parties in announcing Board-stated positions.
- d) The Chairperson may participate in external forums with agencies that legitimately impose/impact policies on the organization and participate in policy development within the forums provided this participation is in line with Board policy.
- e) The Chairperson will provide information and counsel to the Board; to be included with the Executive Director’s report.
- f) In the absence of the Board Chairperson, a Board Member will be appointed by the other Board Members present for the purpose of chairing the meeting.

2.34 The Board Chairperson will assign duties as required to Board members to get the Board’s job done. The Board member will be compensated as per Board policy.

2.35 The Chairperson will be an ex-officio to all Board Committees.

SECTION: GOVERNANCE PROCESS	TITLE: CHAIRPERSON SELECTION	NUMBER: 2.36 – 2.40
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: September 26, 2005

Policy:

- 2.36 All Board Members are allowed to stand for position of Chair.
- 2.37 The term of the Chairperson will be for two years and will be selected at the Annual Retreat.
- 2.38 Verbal nomination acceptance by nominee.
- 2.39 Selection will be done by private ballot.
- 2.40 All Board Members have a vote.

SECTION: GOVERNANCE PROCESS	TITLE: COMMITTEE PRINCIPLES	NUMBER: 2.41
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: September 26, 2005

The Board may establish committees to help carry out its responsibilities. To preserve Board wholism, committees will be used sparingly when other methods have been deemed inadequate. Committees will be used so as to minimally interfere with the wholeness of the Board’s job.

SECTION: GOVERNANCE PROCESS	TITLE: COMMITTEE STRUCTURE	NUMBER: 2.42 – 2.44
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: November 7, 2006 R: October 8, 2009 R: January 28, 2010

A committee is a board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. Board committees may include but not be limited to the following.

2.42 Public Positions Advisory Committee

Outcome: options and implications for Board consideration with respect to any forthcoming Board decisions regarding public positions.

2.43 Nominating Committee

Mandate: To identify potential Board Members to fill vacancies.
To ensure the proper screening of potential Board Members of G.R.E.A.T.

Membership: The committee will consist of two Board Members.

Action: To coordinate the process of selection to identify Board Members to fill vacancies.

Outcome: Properly screened potential Board Members.

Process:

Procedures for Screening of Board Applicants:

1. A written/verbal acknowledgement of an application will take place as soon as possible.
2. The Nominating Committee will review all applications against "Criteria for Board Membership".
3. The Nominating Committee will interview successful applicants as soon as possible. The purpose of this interview will be to outline the mandate of G.R.E.A.T., reviewing the responsibilities of membership, governance style, the Board Policy book and authorization for police check.
4. A second interview/contact will follow to see if the applicant is still interested in serving on the Board.
5. The Nominating Committee will then recommend the qualified applicants to the Board.

2.44 Future of Great Committee

Mandate: To identify issues that will have impact on Six Nations and develop a strategy for Six Nations' employment and training.
To identify issues that will impact GREAT initiatives

Membership: Executive Director
Three Board Members – President, Chairperson, and Treasurer
Resource as deemed necessary

Outcome: To have a proactive approach by developing an employment and training strategy for Six Nations that reflects our values.
To provide consistent services.

Activated: The Committee will be activated at the beginning of each new strategy and at other times as deemed necessary.

Process

1. Develop the "Six Nations principles" and objectives to serve as a framework upon which the new employment and training strategy will be built.
2. Keep abreast of new developments on issues/changes that are of a legislative, regulatory, political nature that may affect employment and training.
3. Bring forward any identified issues/changes for discussion/debate.
4. Focus on issues that are relevant to reaching a future strategy.
5. Build a long term strategy.
6. Liaise with your counterparts at meetings you attend regionally and nationally to exchange information, to communicate the Six Nations direction for the

next/future employment and training strategy and to advance common issues from Ontario.

7. Participate in future agreement negotiations.

SECTION: GOVERNANCE PROCESS	TITLE: ANNUAL BOARD PLANNING CYCLE	NUMBER: 2.45
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: September 26, 2005

Global Policy:

To accomplish its job with a governance style consistent with the Board policies, the Board will follow an annual calendar which (a) completes a re-exploration of ENDS policies annually and (b) continually improves its performance through attention to Board education and to enriched input and deliberation.

Policy:

1. The cycle will conclude on the last day of September in order that administration budgeting can be based on accomplishing a one-year segment of the most recent Board long-range vision.
 - a) In the first month or two of the new cycle, the Board will develop its calendar (steps to reach the ENDS) for the ensuing one-year period.
2. Education, input and deliberation will receive paramount attention in structuring the series of meetings and other Board activities during the year.
3. To the extent feasible, the Board will identify those areas of education and input needed to increase the level of wisdom and forethought it can give to subsequent choices.
4. Annual Board Work Plan to be developed and reviewed at quarterly meetings.

SECTION: GOVERNANCE PROCESS	TITLE: THE ANNUAL RETREAT AGENDA	NUMBER: 2.46
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: September 26, 2005 R. January 31, 2008

1. Review ENDS Policies;
2. Make required Policy changes identified by quarterly monitoring and other meetings as they may arise;
3. Board Recruitment;
4. Work Plan;
5. Celebration and Annual Report.
6. Confirmation of Evaluation of CEO.

SECTION: GOVERNANCE PROCESS	TITLE: ANNUAL BOARD BUDGET	NUMBER: 2.47
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: September 26, 2005 R. January 31, 2008 R. October 8, 2009 R. January 27, 2011

Global Policy:

The operating budget for the GREAT Governance Board shall be adequate and sufficient to carry out its duties. The budget line allocations shall be determined quarterly in conjunction with the Board Work Plan review.

Policy:

The Chairperson of the GREAT Governance Board is delegated to sign all Board approved Projects on behalf of the Board.

1. Committee members who are staff performing Board work shall be compensated as per the Staff salary grid.
2. Committee members who are Board members shall be compensated at the rate of twenty-five dollars per hour. Breakfast/Supper \$50.00.

3. Board members shall be compensated one hundred twenty-five dollars (\$125.00) for attendance at local Board meetings and one hundred and fifty dollars (\$150.00) plus travel costs for out of area meetings.
4. Chairperson shall be compensated at the rate of \$1,500 per month as per duties outlined in policy #2.32-2.35.

SECTION: GOVERNANCE PROCESS	TITLE: AGENDA	NUMBER: 2.48
APPROVED BY: BOARD MEMBERS		DATE: January 27, 2005 R: October 27, 2006

An agenda will be established for every GREAT Governance Board meeting. Every agenda will include Ganohon: yohk and Cultural Education.

The Board Chairperson is responsible for the structure of the Board agenda, as outlined below.

The Annual Planning Cycle determines the agenda.

1. Agenda items (regardless of source) must be submitted in writing, the Friday before the meeting. The submission must be prefaced with a report to the Board (sample on next page).
2. The submitted agenda items will be inserted into the four (4) current policy areas. (ENDS, Executive Limitations, Board/Staff Relations, and Governance Process).
3. The agenda will be adopted.
4. In camera meetings may be declared to discuss confidential or classified information.
5. In camera minutes will be ratified at the end of the meeting.

REPORT TO BOARD OF DIRECTORS

Topic of Report:

Submitted to:

Submitted by:

Date Submitted:

Report Purpose:

- Policy Decision
 - ENDS Policy
 - Executive Limitations Policy
 - Board Process Policy
 - Board / Executive Director Relationship Policy

 - Policy Development Decision
 - Is a Policy Needed
 - For Strategic Direction

 - Monitoring Report
 - Linkage Report
 - Information Only
 - (Other)
-

Background Information

Recommended Actions

**PERPETUAL
AGENDA**

1. Ganhon: yohk
2. Adoption of agenda
3. Minutes review and approval
4. Business arising from minutes
5. Monitoring (E.L.) confirmation
6. Monitor Work Plan
7. Ownership linkages report
8. ENDS –Sub Ends
9. Monitor **Governance Process Policy/ Work Plan Review**
10. Executive limitations (Communicate to Board)
11. Information/Delegation
12. Board evaluation of itself

- ANNUAL PLANNING
(dates to be determined)**
1. Review ENDS Policy
 2. Policy Review
 3. Board Recruitment
 4. Work Plan
 5. Celebration
 6. Confirmation of Evaluation of CEO

1. Ganhon: yohk
2. Adoption of agenda
3. Minutes review and approval
4. Business arising from minutes
5. Monitoring (E.L.) confirmation
6. Monitor Work Plan
7. Ownership linkages report
8. ENDS – Sub Ends
9. Monitor **Board/Staff Policy, Review Agenda**
10. Executive limitations (Communicate to Board)
11. Information/Delegation
12. Board evaluation of itself

**WINTER
JANUARY 27,
2011**

**SPRING
April 28,
2011**

**FALL
October
27, 2011**

**SUMMER
JULY 28,
2011**

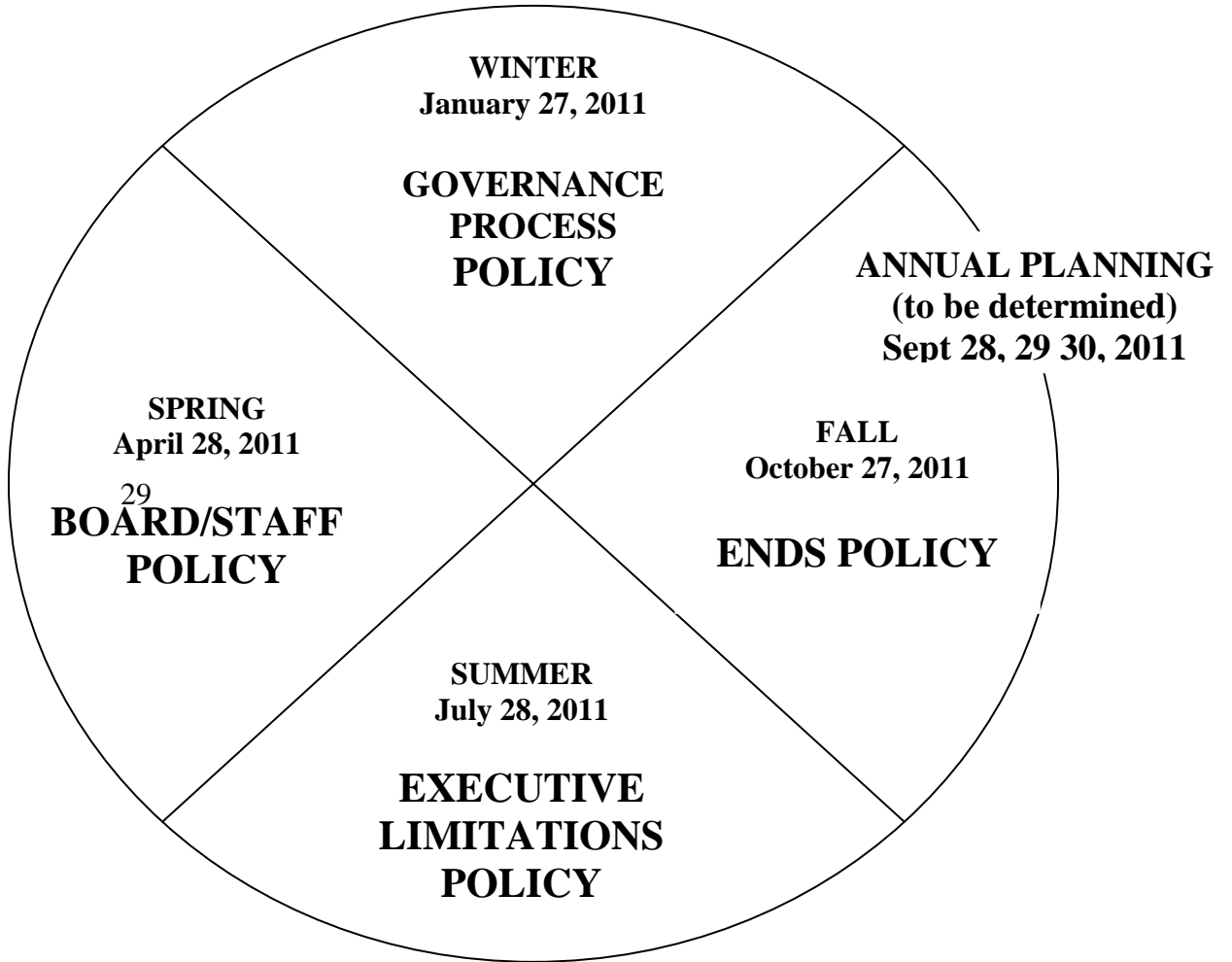
1. Ganhon: yohk
2. Adoption of agenda
3. Minutes review and approval
4. Business arising from minutes
5. Monitoring (E.L.) confirmation
6. Monitor Work Plan
7. Ownership linkages report
8. ENDS – Sub Ends
9. Monitor **ENDs Policy**
10. Executive limitations (Communicate to Board)
11. Information/Delegation
12. Board evaluation of itself

1. Ganhon: yohk
2. Adoption of agenda
3. Minutes review and approval
4. Business arising from minutes
5. Monitoring (E.L.) confirmation
6. Monitor Work Plan
7. Ownership linkages report
8. ENDS – Sub Ends
9. Monitor **Executive Limitations Policy**
10. Executive limitations (Communicate to Board)
11. Plan Annual Retreat
12. Information/Delegation
13. Board evaluation of itself

GREAT Annual Meeting Calendar

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Policy Review



SCHEDULE OF BOARD OF DIRECTORS' MEETINGS
DECEMBER, 2010 – OCTOBER, 2011

Monthly Board Supper Meetings

Monthly board supper meetings are held on the first Wednesday of each month (5 pm to 7 pm)

December 2, 2010

January 5, 2011

January 27, 2011 – Quarterly Meeting

March 2, 2011

April 6, 2011

April 28, 2011 – Quarterly Meeting

June 1, 2011

July 6, 2011

July 28, 2011 – Quarterly Meeting

September 7, 2011

October 5, 2011

October 27, 2011 – Quarterly Meeting