



BOARD OF DIRECTORS GUIDELINE AND POLICY MANUAL

THE WITSUWIT'EN LANGUAGE AND CULTURAL SOCIETY

LAST UPDATED: JULY 2018



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I. Statement of Intent

Document Owner:	Board of Directors	Effective Date:	2018.08
Practice Applies to:	Board Members and Executive Director	Review Date:	Annually in May
Process Responsibility:	Board of Directors	Revision Dates:	.
Final Accountability:	Board of Directors		

The Board of Directors of The Witsuwit'en Language and Cultural Society ("WLCS") is responsible for the governance, management and administration of The Witsuwit'en Language and Cultural Society.

The Board may delegate particular responsibilities to Board members, committees, and others as it considers appropriate in the best interests of The WLCS (Ref: Bylaws, Art. 4.9).

This Guideline and Policy Manual is designed to guide the Board in the fulfillment of its obligations to the organization. The Manual sets out the responsibilities, relationships, and processes the Board follows in its work and operations. The Manual is subject to The WLCS's Bylaws and Constitution, the *Societies Act* and other applicable laws.

A. Annual Review Requirement

The Manual is reviewed annually by the Board of Directors.



II. Introduction to the Society

A. Background

The Society is an independent, non-profit, non-governmental organization that seeks to promote a resurgence of Witsuwit'en language and culture to ensure the survival of our ways of being as a distinct people for future generations.

The Witsuwit'en Language and Cultural Society ("WLCS") was formalized in November of 2016 as an extension of the Witsuwit'en Language Authority that has worked towards language revitalization since 1980.

B. Mission of the Society

The Witsuwit'en Language and Culture Society (WLCS) is an independent, non-profit, non-governmental organization that seeks to promote a resurgence of Witsuwit'en language and culture to ensure the survival of our ways of being as a distinct people for future generations.

C. Vision of the Society

We envision a community that lives and breathes our uniquely Witsuwit'en culture and language. Where our children and our children's children have the opportunity to learn, practice, and teach our history, culture, language, and traditions of our ancestors.

D. Purposes of the Society

To support and encourage the revitalization of the Witsuwit'en language and culture.

1. To ensure Witsuwit'en peoples have the right to maintain, control, protect and develop our cultural heritage, traditional knowledge and traditional cultural expressions, as well as the manifestations of our sciences, technologies and cultures, including human and genetic resources, seeds, medicines, knowledge of the properties of fauna and flora, oral traditions, literatures, designs, sports and traditional games and visual and performing arts. We also have the right to maintain, control, protect and develop our intellectual property over such cultural heritage, traditional knowledge and traditional cultural expressions.
2. To create fluent Witsuwit'en language speakers and writers.
3. To undertake Nation-based, high-quality research and education projects and develop information management and record keeping systems, which support the advancement of the Witsuwit'en language and culture that is accessible and representative of all clan and house members.
4. To support the integration, implementation, and understanding of Witsuwit'en language and culture within the Witsuwit'en traditional territories and amongst the non-Witsuwit'en population that lives within and visits the territories.
5. To be representative of all five clans (Likhsilyu, C'ilhts'ekhyu, Gidimt'en, Tsayu, Likhts'amisyu) of the Witsuwit'en peoples.
6. To support Witsuwit'en peoples outside of the territories to strengthen and



maintain their connections to Witsuwit'en language and culture.

7. To focus on the integration of language policies, programs and curriculums with public schools and Witsuwit'en operated schools within the territory and advocate for the integration of language and cultural programs at a provincial level.
 8. To standardize and implement the Distinctly Witsuwit'en orthography.
 9. To support and implement Witsuwit'en Hereditary law, customs, and beliefs into all programs and services.
 10. To create and support the development of physical infrastructure that supports the celebration of Witsuwit'en language and culture.
 11. To fundraise and raise revenue to support the purposes of the society.
- b. The society shall be carried on exclusively for charitable purposes, without purpose of gain for its members, and any profits or other accretions to the organization shall be used solely to promote its objectives, and this clause shall not be altered.
 - c. In the event of dissolution of the organization, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognizable charitable organization in Canada, and this clause shall not be altered.

E. Guiding Principles of the Society

- d. We will work together in unity for the purposes of revitalizing our language and culture without interference from political issues or structures.
- e. We recognize that we are an oral society first and a written culture second. We will support our members to learn our language, our various dialects, and accents to ensure future generations become keepers of our language.
- f. We recognize that our communities have been impacted by colonial policies of assimilation and work with a positive framework and meet our members where they are at in their journey to re-discover our language and culture.
- g. We will work together to lift each other up and celebrate our differences as taught to us by our ancestors.
- h. We will make all efforts to make decisions by Hibibe So'oondzin (Consensus) by providing sufficient time for all directors to understand all aspects of the issues at hand and have any questions answered. However, to ensure the work that needs to happen in our communities continues, after a reasonable time-period, decisions will be brought to a majority vote.
- i. Our work will be guided by the Society Act AND the guidance of the hereditary laws, customs, and constitution of the Witsuwit'en peoples. We will adhere to the implementation of the United Nations Declaration on the Rights of Indigenous Peoples.
- j. We recognize that our culture and language are intrinsically linked to our traditional territories; our connection to mother earth; and that all future generations of Witsuwit'en peoples have the right to utilize our territories as our ancestors have done for millennia.

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- k. While our language is primarily oral, we will embrace all methods and technologies that will ensure the continuity of our language.
- l. We recognize and affirm the Distinctly Witsuwit'en (Hargus) orthography to maintain consistency in our written language. (NEW PRINCIPLE NOT ON WEBSITE).
- m. As members we will commit to speaking our language at every opportunity, especially to babies and young children in an effort to nurture Witsuwit'en as a first language.
- n. We will involve children and youth in our planning and decision-making processes as they are our future.



III. Board of Directors

A. Board Membership

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Practice Applies to:	Board of Directors	Review Date:	Annually in May
Process Responsibility:	Nominating Board and President	Revision Dates:	2018.07.05
Final Accountability:	Board of Directors and Society Members		

1. Criteria

Board members are members of The WLCS in good standing who are elected at the Annual General Meeting (AGM) (Ref: Witsuwit'en Constitution, Bylaws, Art. 2.9).

2. Selection Process

The Executive (President, Vice-President, Treasurer, Secretary) should be representative of at least three of the five clans of the Witsuwit'en Peoples. The board shall be representative of all five clans. [see Section II. C. 2. Board Processes – Committees of the Board] (Ref: Witsuwit'en Constitution, Bylaws, Section 25.3)

The Witsuwit'en members solicits names and develops a list of potential candidates. At least two members of WLCS (or, where this is not possible, one member of the WLCS and one other Board member) meet with each potential candidate. Potential candidates may also be invited to attend a Board meeting.

3. Exit Process

a) Resignation from the Board

Directors who resign prior to the end of their term, or who decide not to seek re-election where eligible, are asked to provide a minimum of 6 months' notice wherever possible in order to allow for succession planning and recruitment.

b) Removal from the Board

The inability of a Board member to regularly attend Board meetings (whether in person or electronically) negatively affects the Board's ability to promote the best interest of the WLCS. Board members who miss three consecutive Board meetings for reasons other than disability, with or without explanation, may be asked by the President to resign from the Board.

A Board member may be removed from office by special resolution of the members of the WLCS (Ref: Witsuwit'en Constitution, Bylaws, Art. 5.29). Upon removal, a Board member who was an officer ceases to be an officer.

c) Absences Due to Disability

If a Board member is absent from Board or other meetings due to disability, the Board member must be accommodated to the point of undue hardship before being asked to resign.

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d) Leaves of Absence

A Board member may request a leave of absence from the Board for a specified period, by making that request in writing to the President. The President determines whether to grant the request on a case-by-case basis, in light of any relevant provisions of the *Human Rights Code* and taking into account the best interests of the WLCS.

While on leave, a Board member remains on the Board email distribution list, and continues to receive communications to the Board, such as meeting minutes, agendas and information. The Board member is noted as “on leave” in Board meeting minutes and remains liable as a Board member for decisions made by the Board.



II. Board of Directors (continued)

B. Leadership and Structure

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Practice Applies to:	Board of Directors	Review Date:	Annually in May
Process Responsibility:	Board of Directors	Revision Dates:	2018.07.05
Final Accountability:	Board of Directors		

1. Election and Terms of Officers

At the first Board meeting following an Annual General Meeting (“AGM”) at which Board members are elected, the Board elects a President, Vice-President, Secretary and Treasurer. (Ref: WLCS Constitution, Bylaws, Art. 6.35).

The duties of each officer are set out in Constitution & Bylaws of the Witsuwit'en Language and Culture Society (Ref: WLCS Constitution, Bylaws, Art. 7.40.1 – 7.45). The Board may elect other officers as it considers necessary.

Officers hold office for a term of two-year and may be re-elected.

2. Financial Matters

At this time, the WLCS is not in a financial position to provide per diems to directors. However, directors are to be compensated for any travel to attend official board meetings or other approved events that require over 40 kms distance one-way.

Appointees who receive remuneration from their employer in respect of their Board membership shall not receive additional remuneration.

To request reimbursement for travel, a travel claim must be submitted along with original receipts where necessary. (Ref: WLCS Constitution, Bylaws, Art. 5.30).

3. Size, Composition and Terms of Office

a) Size

The structure defines the roles and responsibilities of the Board. The WLCS board of directors consists of seven members representative of the five Witsuwit'en clans (Likhsilyu, C'ilhts'ëkhyu, Gidimt'en, Tsayu, Likhts'amisyu).

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer
- v. Off-Yintah Representative
- vi. Elder Representative
- vii. Youth Representative



b) Appointments Between Annual General Meetings

The Board may appoint a member prior to the AGM to sit on the Board until the next AGM. Such a Director may be nominated for election at the AGM (Ref: WLCS Constitution, Bylaws, Art. 5.27).

c) Term

A Board member is elected for a two-year term and may be re-elected for a maximum of two further terms. The maximum term may be extended by no more than one year, where circumstances warrant.

4. Selection of Committee Chairs and Members

The Board Chair annually recommends the leadership and membership of each committee to the Board. In preparing recommendations, the Board Chair consults with the Advisory Committee Chair and takes into account the preferences, skills and experience of each Director.

Committee Chairs and members are appointed for a two-year term and may be re-appointed. The Board favors a periodic rotation in committee leadership and membership in a way that recognizes and balances the needs for new ideas, continuity and maintenance of functional expertise. The Board appoints committee chairs and their members. There must be at least two persons on a committee.

5. Selection of Liaisons

The Board may designate a Board member to sit as a liaison member on a staff committee.

6. Use of External Advisors

The Board may use external expert advice as necessary in order to take governance decisions. Such advice includes the annual financial audit conducted by an external accounting firm, legal advice, and investment support.



II. Board of Directors (continued)

C. Board Processes

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Practice Applies to:	Board Members, Advisory Committee and Exec. Dir.	Review Date:	Annually in May
Process Responsibility:	Board of Directors and Advisory Committee	Revision Dates:	2018.07.05
Final Accountability:	Board of Directors		

1. Conduct of Board Business

a) Meetings, Quorum, Agendas and Reports

Normally, Board business is conducted at Board meetings.

The President or his/her delegate chairs Board meetings.

A quorum is 3 members present or a greater number that the members may determine at a general meeting.

Board meetings are scheduled as far in advance as practicable. Unless there are extenuating circumstances, the date of the next Board meeting is confirmed at the preceding Board meeting.

Prior to each Board meeting, the President (or his/her delegate) in consultation with the Executive Director develops and circulates an agenda, together with any reports or information that is to be considered at that Board meeting. In extenuating circumstances, reports or information may be provided at the Board meeting.

b) Decision-Making

Questions arising at a meeting of the directors and committee of directors must be decided by consensus, whereas consensus means:

- (a) a full debate of the matter at issue at which all Directors and/or members who wish to do so have the opportunity to speak on the manner.
- (b) Further discussion to accommodate divergent opinions and interests regarding the matter;
- (c) After completion of the activities described in (a) and (b), a canvassing of the position of all Witsuwit'en who choose to participate in the decision regarding the matter at issue (all the Witsuwit'en, where it is a decision of membership) and all of the Directors (where it is a decision of the Directors) so that the members of Directors can reach a decision as a whole on the matter;
- (d) Upon the conclusion of the activity described in (c) the Directors (where it is a Director's decision) and the membership (where it is a membership decision) shall abide by the decision that has been



arrived at through the consensus process.

2. Committees of the Board and Oversight

- a) The following are Committees of the Board:

Board of Directors: (Ref: WLCS Constitution, Bylaws, Art. 5.25) This Board includes the President, Vice-President, Secretary and Treasurer, and is chaired by the President. The Board should be representative of at least three of the five clans of the Witsuwit'en Peoples.

The Board is responsible for conducting Board business as necessary between Board meetings. The Committee selects the Chair of the Advisory Committee and any ad-hoc committees of the Board, conducts the annual review of the Guideline and Policy Manual and, in conjunction with the senior management team, organizes Board development activities [see Section II. D. 2.]. Decisions made by the Board of Directors must be ratified by the Board at the subsequent Board meeting.

Advisory Committee: This Committee includes at least two members of the Board who are appointed no later than three months before an AGM at which Board members will be elected. The committee identifies the characteristics, skills, abilities and qualifications necessary to complement those of existing Board members in order to best serve the interests of the organization and recruits suitable candidates. In carrying out its mandate, the Committee applies a policy of:

- a. Inclusiveness, recognizing that a socially and culturally diverse Board promotes the integrity of the WLCS, and
- b. Independence, recognizing that a mix of Board members who have and have not had previous ties to the WLCS is optimal to maintain both continuity and renewal.

The Committee ensures that all nominees put forward for consideration do not have current business relationships with the WLCS; and are not directly related to the Executive Director or to members of the management team.

The Committee Chair presents its recommendations for potential Board members to the Board for discussion no later than the last Board meeting prior to the AGM at which new Board members may be elected. The Committee Chair prepares a short description of each person standing for election or re-election at the AGM for circulation to the membership before or at the AGM.

- ii. Finance and Audit Committee: This committee includes at least two members of the Board and is chaired by the Treasurer. The Committee monitors the financial performance and management of the WLCS. This includes but is not limited to: ensuring adequate internal controls and adherence to accounting standards; reviewing and recommending for approval the organization's annual operating and project capital budgets; monitoring annual and long-term financial performance; reviewing the annual external audit; management of the organization's investments; and ensuring adequate risk management processes are in place.

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b) Ad-Hoc Committees

Ad hoc committees are committees of the Board but differ from other committees in that each ad hoc committee is established for a specific period of time to undertake a specific task, and then disbanded.

Each ad hoc committee operates according to a Board approved Charter outlining its composition, duties, responsibilities, and termination date.

c) Committee Procedure and Reporting Requirement

Each Committee is responsible for determining its own procedure.

Committee chairs are responsible for reporting regularly to the Board on the activities of their committee.

d) Terms of Reference

The Board establishes terms of reference for each committee.



II. Board of Directors (continued)

D. Orientation, Development and Education

Document Owner:	Board of Directors	Effective Date:	2018.08
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Final Accountability:	Board of Directors		

1. Orientation

- a) Board orientation ensures that all Board members become familiar with the organization's mission, vision, strategic goals, bylaws and constitution, operations, finances, and governance practices, etc. The WLCS is responsible for making information and resources available to new Directors to complete this orientation. New Board members are responsible for reviewing all materials and identifying any information deficits to the President and/ or Executive Director.
- b) New Board members are provided with the following written information:
 - Bylaws and Constitution
 - Guideline and Policy Manual
 - Society and Program Strategic Plan(s)
 - Current Society Annual Business Plan
 - Society Organizational Chart
 - Confidentiality Policy
 - Board Minutes and Materials from prior 6 months
 - Most recent Annual Report and Audited Financial Statements
- c) Members of the Executive Committee are available to support new Board members in understanding the organization. New Board members may be paired with an existing Board member to provide regular support and orientation during their first year.
- d) The Executive Director and senior staff are available to provide further information about the organization's services and activities and assist new Board members to tour at least one facility or program from each service group during their first year on the Board.
- e) During their first 6 months on the Board, new Board members meet with the President and Executive Director to discuss their goals and aspirations for participation on the Board, and to review how their skills, interests, and networks can contribute to the success of the organization.

2. Development and Education

- a) The Board ensures its own continuing capacity to fulfill its responsibilities by proactively advancing the skills and knowledge of the whole Board. Board members identify areas for development or increased knowledge to the President on an ongoing basis.



- b) The Board's Annual Self-Evaluation includes the identification of priority issues for development and / or education [see Section IV. A. Performance – Board Self-Assessment].
- c) The Executive Committee and senior management organize Board development activities. These may include written briefs and policy / issue discussions at Board meetings, outside speakers, formal education or workshop opportunities (either internally or externally), and Board retreats.
- d) The Board may send one or more of its members to conferences or other educational events to enhance the Board's ability to fulfill its responsibilities.

E. Conflict Resolution

The society will act expediently if problems do occur and all individuals, whether staff or management, will be treated with fairness, respect, and consistency. All employees are encouraged to bring forward any complaints or recommendations dealing with safety, health standards, proper working conditions, performance appraisals, discipline and fair management practices, without fear of reprisal.

Any disputes, controversies or suggestions must first be handled between the employee and his or her immediate supervisor, unless they are serious enough to warrant intervention by the father clan. The Executive Director in consultation with a Board Executive Representative whom is from the same clan as the employee will contact the father clan and house chief. Should the father clan be called upon the following steps will happen:

- 1.) The father clan and house chiefs will be invited to participate in a peace tea
- 2.) The disagreement will be clarified by both parties in a respectful way.
- 3.) The father clan and house chief will speak to the involving parties and provide possible solutions.
- 4.) An agreement between two parties will take place with the father clan and house chief as witnesses.
- 5.) Within two weeks the parties will provide the father clan and house chief with an update to whether or not there has been progress to the agreement.

Non-Witsuwit'en, upon employment will need to be adopted into a house and clan informally for the duration of their employment. They will be eligible to the same opportunity in the processes.

If the conflict or complaint has not been resolved to the employee or employer's satisfaction disciplinary actions will be enforced including dismissal from the board.



III. Ethical Conduct and Conflict of Interest

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A. Ethical Code of Conduct

The Ethical Code of Conduct ensures that Board members work constructively together in the best interests of the organization, as follows:

1. Board members represent the interests of the entire membership of The WLCS and the Witsuwit'en nation it serves;
2. Board members maintain the confidentiality of Board discussions and materials, of any information supplied to the member, and of any personal information, consistent with the organization's general policies on confidentiality and protection of personal information and as required by law;
3. Board members recognize that, once made, a decision is a decision of the whole Board, and must be supported by each Board member;
4. Board members commit sufficient time to attend to The WLCS business, including preparation for Board meetings and other Board activities, and regular attendance at Board meetings;
5. Board members participate in and support fundraising activities;
6. Board members comply with the Board's Conflict of Interest Policy [See Section III. B.]; and
7. Board members are courteous and constructive in Board discussions.

Board members sign an annual declaration confirming that they understand and agree to the Ethical Code of Conduct [see Section IV. C.].

B. Conflict of Interest

The WLCS recognizes that, while Board members act in the best interests of the organization, they also participate as private citizens in the community. Accordingly, there is potential for conflicts of interest. The conflict of interest policy identifies what constitutes a conflict of interest and prescribes how to address them.

1. Definition

"Conflict of interest" means a situation in which a Board member has a personal or private interest that may influence his/her exercise of responsibilities as a Board member to act in the best interests of the WLCS. Personal or private interest includes an individual's self-interest, that of a family member, or of another organization with which the individual is



associated (whether paid or unpaid), in gaining an advantage or avoiding a disadvantage, whether financial or otherwise.

2. Disclosure

A conflict of interest must be disclosed in all of the following circumstances:

- a) Where the member's responsibilities to The WLCS are influenced by a personal or private interest;
- b) Where the member's responsibilities to The WLCS may appear to an objective observer to be influenced by a personal or private interest; and
- c) Where it is foreseeable that the member's responsibilities may be influenced in the future by a personal or private interest.

If a Board member becomes aware that he/she has a conflict of interest, he/she discloses it to the President or his/her delegate as soon as possible.

If a Board member or third party becomes aware of a conflict of interest affecting another Board member, he/she discloses that information to the President or his/her delegate as soon as possible, and the President contacts the affected Board member as soon as possible to advise him/her of the conflict of interest.

Any disclosure of a conflict of interest is kept strictly confidential, except to the extent that the conflict is declared as set out below.

Every Board member signs an annual declaration that he/she understands and agrees to comply with the Conflict of Interest Policy, and that he/she has no undeclared conflict of interest.

3. Resolution of Conflicts of Interest

Upon disclosure of a conflict of interest and gathering relevant information, the President resolves the conflict of interest by making a determination that is appropriate to the circumstances of the particular conflict. Appropriate resolution of a conflict of interest may include:

- a) Declaring the nature of the conflict of interest to the Board in advance of any discussion or decision-making by the Board;
- b) Declaring the nature of the conflict of interest to any affected third parties;
- c) Withdrawing from any vote or final decision-making on the matter to which the conflict relates; or
- d) Withdrawing from all discussions and decision-making on the matter to which the conflict relates.

If a conflict is declared, and a Board member does not participate in discussions or decision-making, the minutes shall record that fact.

The President maintains a confidential written record of all declared conflicts of interest and how they have been resolved.

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Board members sign an annual declaration confirming that they understand and agree to the Conflict of Interest policy and have no undeclared conflicts of interest [see Section IV. C.].



IV. Performance

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A. Board Self-Assessment

1. The Board recognizes that assessing its performance is an ongoing responsibility. Self-assessment enables the Board to determine its effectiveness in governing the organization, to ensure it evolves within the environment within which the organization operates, and to ensure its activities remain relevant within the community it serves.
2. The Board undertakes an annual self-assessment in the form of an anonymous questionnaire, reviews its aggregated results, and may change its operation based on the self-assessment. The Executive Director designs the self-assessment tool and ensures that the full range of Board activities is included in the survey. These include statutory, fiduciary, and legal obligations; governance; planning; Board development and self-continuation; Board operations; Board / Executive Director relationship; communications.
3. Board members raise questions or concerns about particular Board practices or activities as and when they arise. The Executive Director ensures that these are discussed in order to promote opportunity for constructive change.

B. Board Members Self-Assessment

The President ensures that each Board member has an opportunity annually to review his/her contribution to and satisfaction with serving on the Board.

C. Code of Conduct

1. Board members complete an annual Code of Conduct Declaration [see Section VI. A.].
2. A Board member reports any potential conflict of interest to the President as soon as possible [See Section III. B. 2.].
3. A Board member reports any breach of the Code of Conduct to the President as soon as possible [See Section III. A.].



V. Board Relationship to Executive Director

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A. Delegation of Authority

The Board oversees The WLCS's operational organization, its actions and conduct by means of exclusive delegation of authority to the Executive Director.

B. Delineation of Responsibility

The Board's exclusive responsibility is to hire and evaluate the Executive Director. The Executive Director's exclusive responsibility is to hire and evaluate employees of the WLCS.

The Executive Director will abide by organizational policies including, but not limited to, Accounting and Financial Management, Risk Management, Code of Conduct, etc. in consulting with and seeking authority from the Board. In general, the Executive Director will bring to the attention of the Board any issue or decision that materially impacts the organization and its operations.

C. Governance Support

The Executive Director ensures that the Board has sufficient administrative support to fulfill its role.

D. Access to Personnel

The Board communicates its decisions solely through the Executive Director, who is responsible for relaying board decisions to staff. While Board members may interact directly with staff, this is done with the mutual agreement of the Executive Director and the President.

E. Performance Expectations

Performance expectations for the Executive Director are derived from The WLCS's Strategic Plan and Annual Plan and include the expectation that management work is conducted legally, ethically, and with integrity.

F. Development and Evaluation

1. Executive Director Performance Review

The Board reviews the Executive Director's performance annually and submits a report for Board approval in May of each year. The purpose of the review is to determine the Executive Director's progress in meeting identified goals and to identify any deficiencies.

2. Scope of Performance Review

Performance evidence is derived from a number of sources, including:



- a) Ongoing Executive Director Progress Reports to the Board against key objectives contained within the Strategic Plan, Annual Business Plan, job description or other documentation;
- b) Organizational performance indicators for other critical areas within the Executive Director's control;
- c) Interviews with Board members;
- d) Interviews with senior management and a selection of staff;
- e) Executive Director written comment on performance against the agreed criteria and on significant obstacles to success; and
- f) Feedback from key external stakeholders via surveys, letters or interviews.

The Board conducts a compensation review separate from and subsequent to the Performance Evaluation process.

3. Process for Performance Review

The Board, separately and in discussion with the Executive Director, reviews the evidence set out above to assess the Executive Director's progress in relation to identified annual goals relating to the organization as well as to personal and professional self-development. Any identified deficiencies inform goal-setting for the coming year.

The Executive Director is invited to give comments at the Board meeting at which the annual review is presented for Board approval. Upon approval by the Board, the Executive Director is invited to add comments to the report before it is signed, dated and entered in the Executive Director's personnel file.

G. Compensation

1. Compensation Policy

The Board is responsible for establishing fair compensation policies for the Executive Director in order to attract and retain the best individual for the position within the constraints of position comparability. The Board adheres to a total compensation philosophy, reviewed and revised by a Board committee authorized to recommend executive compensation actions for full Board approval.

Total compensation mix includes – as warranted – base pay, other payments, benefits plans and perquisites.

2. Executive Director Compensation Process

Following adoption of the Executive Director Performance Review, the Board appoints an ad hoc committee on Executive Director Compensation ("EDC Committee") which prepares an Executive Director Compensation Report for approval by the Board. In preparing its report, the committee considers: The WLCS's excluded staff compensation policy; public sector executive compensation guidelines that The WLCS may be required to follow; the



Executive Director's annual performance review; and market conditions for comparable sector positions.

3. Documentation

The EDC Committee documents:

- a) The terms of the current compensation arrangement;
- b) The annual review of executive compensation records;
- c) Date of review;
- d) Names of the board members on the committee who approved the compensation recommendation;
- e) Data used in the compensation review;
- f) Disclosures of conflict of interest, if any;
- g) Recommended compensation actions of the committee.

H. **Succession Plans**

During the annual performance review process, the Executive Director submits a succession plan that identifies one or more members of senior management as having the skills and knowledge necessary to act as Executive Director during a material absence of the Executive Director. The succession plan also describes how roles and responsibilities will be revised in the event of absences by other members of senior management.

I. **Executive Director Recruitment**

In the event of the permanent planned or unplanned departure of the Executive Director, the succession plan is implemented and a transition committee is created as follows:

1. Executive Director Transition Committee

- a) Within 15 business days from the date of notification or announcement of the departure of the Executive Director, the Board appoints an Executive Director Transition Committee comprised of at least one member of the Executive Committee, two other members of the Board of Directors and one Director-level staff. The Board may name other community volunteers to sit on this committee.
- b) If so directed by the Board, the committee recommends the appointment of an Interim Executive Director.
- c) The committee takes the following steps:
 - i. Conducts an organizational assessment,
 - ii. Determines the knowledge and attributes required for the position,
 - iii. Conducts the Executive Director search, and
 - iv. Recommends the successful candidate to the Board.



VI. Appendices

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Practice Applies to:	Board of Directors	Review Date:	Annually in May
Process Responsibility:	Board of Directors	Revision Dates:	2018.07.06
Final Accountability:	Board of Directors		

- A. Code of Conduct Declaration Form
- B. Board Calendar
- C. Organizational Chart
- D. Confidentiality Form

Board Guideline and Policy Manual



A. Code of Conduct Declaration Form

Witsuwit'en Language and Culture Society



Mailing Address:

Suite #3 - 205 Beaver Road Smithers, BC V0J 2N1

Location Address:

204, Beaver Road, Witsset, BC V0J 2N1

Telephone:

(250) 847-3772 ext. 34

Website: www.niwhknic.org

WLCS CODE OF CONDUCT 2018

I, _____ understand and acknowledge that,

All employees, contractors, board members, and volunteers, while engaging in Witsuwit'en Language and Culture Society (WLCS) business, shall conduct themselves in a manner that will protect the integrity of the WLCS. Those associated with the WLCS shall maintain a level of professional conduct and cultural protocols that will reflect positively on themselves and on the WLCS, which includes the following:

1. Behaviour that is courteous and respectful
2. Work cooperatively with others to advance the WLCS's mission and purposes
3. Use of appropriate language and conduct while at work and work-related functions, and when acting as a representative of WLCS
4. A willingness and commitment to resolve interpersonal conflicts
5. Upholding a professional relationship, particularly with members of the WLCS while doing WLCS business
6. The use of drugs and/or alcohol in the workplace and/or while on WLCS related business is strictly prohibited.

Sworn on the _____ day of _____, 20__ at _____.

Name: _____ Title: _____

Signature: _____ Date: _____

Witness Name: _____ Witness Signature: _____

Board Guideline and Policy Manual

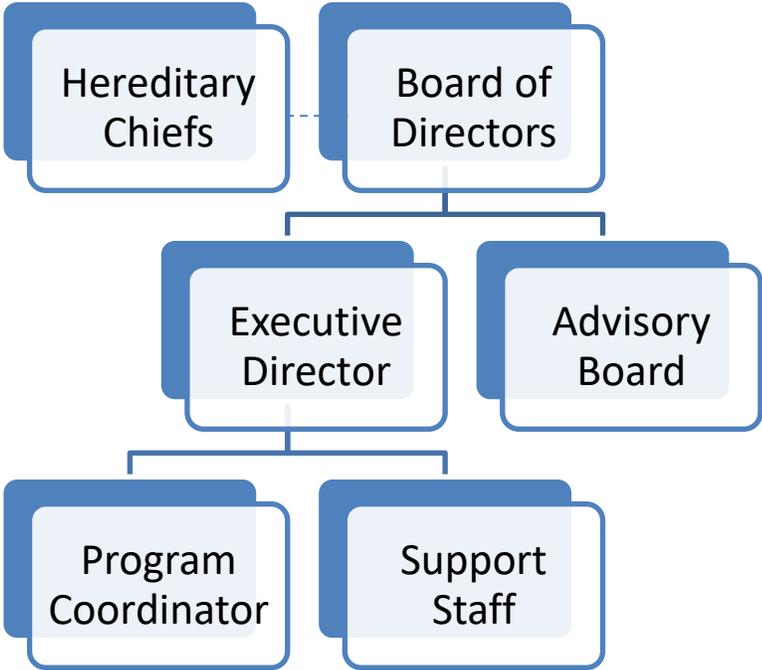


B. Board Calendar

MONTHLY SCHEDULE

JANUARY	
FEBRUARY	
MARCH	
APRIL	
MAY	
JUNE	
JULY	
AUGUST	
SEPTEMBER	
OCTOBER	
NOVEMBER	
DECEMBER	

C. Organizational Chart



Board Guideline and Policy Manual



D. Confidentiality Form



I, _____ understand and acknowledge that,

- 1) as a board member/employee/contractor of the Witsuwit'en Language and Culture Society (WLCS), I may come into contact with or possession of sensitive and confidential information regarding WLCS and its members, businesses, clients, or organizations;
- 2) the maintenance of confidentiality is essential to the work that WLCS carries out;
- 3) it is my responsibility to notify my supervisor immediately if I find information or material sensitive to the operations of WLCS
- 4) my employment with WLCS is dependent on my signing, and abiding by, this Oath of Confidentiality; and
- 5) any breach of this Oath constitutes just cause of the immediate termination of my employment by WLCS, without notice or severance pay.

I promise that I will:

- 1) act with integrity, honesty and ethical behaviour avoiding all breaches of confidentiality and conflicts of interest, whether real or perceived,
- 2) not disclose the affairs of WLCS or its members, businesses, clients or organizations to any person, company or firm directly or indirectly, during or after my employment by WLCS, other than as required in the normal course of employment or as required by law;
- 3) at all times treat all information acquired or created as strictly confidential and will not permit the publication, release, or disclosure of the same without prior, written consent of WLCS;
- 4) hold in strict confidence (and not disseminate to members of the community and others) all working documents, including any documents marked for reference only and any other documents worked on while employed by WLCS; and,
- 5) obtain the approval of my supervisor prior to discussing any information or issues internal to WLCS with other employees, the media or the community in general.

Sworn on the _____ day of _____, 20__ at _____.

Name: _____ Title: _____

Signature: _____ Date: _____

Witness Name: _____ Witness Signature: _____