

**By-law No. 2014.2 of the
FORT MCMURRAY No. 468 FIRST NATION**

**COUNCIL ACCOUNTABILITY AND
PROCEDURES BY-LAW**

COUNCIL ACCOUNTABILITY AND PROCEDURES BY-LAW

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WHEREAS the Fort McMurray No. 468 First Nation has the inherent Aboriginal and Treaty right to govern relations among its Members and between the Fort McMurray First Nation and other governments; and

WHEREAS the Aboriginal and Treaty right of the Fort McMurray No. 468 First Nation to self-government was recognized and affirmed in Treaty No. 8 entered into between Her Majesty the Queen and the Fort McMurray No. 468 First Nation and confirmed by section 35 of the *Constitution Act, 1982*; and

WHEREAS the *Council Accountability and Procedures Bylaw* is an exercise of the Aboriginal and Treaty right to self-government and nothing in this bylaw may be construed as to abrogate or derogate from any aboriginal and Treaty rights of the Fort McMurray No. 468 First Nation; and

WHEREAS the history, culture, and values of the Fort McMurray No. 468 First Nation include mutual respect between leadership and members and belief in accountable and transparent governance; and

WHEREAS the *Indian Act*, R.S.C. 1985, c. I-5 further provides in section 81(1)(c), (d) and (q) that the Council may make law with respect to the conduct of Council Meetings observance of law and order and ancillary matters;

NOW THEREFORE THE CHIEF AND COUNCIL OF FORT MCMURRAY No. 468 FIRST NATION ENACT AS FOLLOWS:

Part 1 Interpretation

1 Short Title

1.1 This by-law may be cited as the *Council Accountability and Procedures By-law*.

2 Definitions

2.1 In this Code

- (a) "Administration" means all the employees of First Nation;
- (b) "Band Offices" means the location at which the "First Nation" transacts its day to day business;

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- (c) "Chief" means the Member elected to the office of Chief pursuant to the Election Regulations of the First Nation;
 - (d) "Confidential Information" means:
 - (i) information which could prejudice First Nation's negotiating or financial position if it became publicly available;
 - (ii) information which was provided by a Member in confidence;
 - (iii) information about a Member in respect of which that Member had a reasonable expectation of privacy; and
 - (iv) information which is sought by one Member about another Member, except where the relationship between the two Members is that of parent/guardian and minor child or dependant adult and trustee.
 - (e) "Council" means those Members elected pursuant to Election Regulations of the First Nation who hold the office of Chief or Councillor and who are empowered to act as the governing body of the First Nation;
 - (f) "Council Meeting" means an assembling of the Council for the purposes of conducting the day to day business of the First Nation;
 - (g) "Council Minutes" means a written summary giving the substance of any discussion and the decisions taken at each "Council Meeting";
 - (h) "Council Motion" means a proposal to take a certain action or a question stated by a member of Council to be determined by a "Quorum of Council" at a "Council Meeting", which is evidenced in writing by a band council resolution;
 - (i) "Council Secretary" means the person appointed by the Council to fulfil the duties and responsibilities as set out in these Regulations and as directed by Council from time to time;
 - (j) "Councillor" means a Member elected to the office of Councillor pursuant to the Election Regulations of the First Nation;
 - (k) "Elder" means a person who is an aged and respected member knowledgeable in the practices, customs, traditions and ways of the First Nation;

- (l) "Elector" means a Member who is entitled to vote pursuant to the Election Regulations of the First Nation;
- (m) "First Nation" means the Fort McMurray No. 468 First Nation;
- (n) "Information Meeting" means an assembly of Electors called, from time to time, for the purposes of receiving or providing information to "Electors", for which Notice has been given by the Council within a time and by the method determined by the Council;
- (o) "Member" means a person whose name appears on the Membership List of the Fort McMurray First Nation;
- (p) "Member Access Meeting" means a meeting held in accordance to these Regulations at which members may discuss matters of individual concern with the whole Council or individual members of Council;
- (q) "Notice" means a posting placed in a publicly accessible area of the Band Offices of the First Nation;
- (r) "Quorum of Council" means a majority of the whole of Council;
- (s) "Special Meeting" means an "Assembly" called for the purpose of receiving information or voting on one or more "Motions".

Part 2
Duties of the Chief and Councillors

3 Governance authority and leadership

- 3.1 The Council are entrusted with matters which are fundamental to the integrity and continued flourishing of the First Nation. Accordingly, the Council shall exercise their governance authority consistent with:
 - (a) the culture, traditions, and values of First Nation as expressed by the ancestors and Elders of First Nation and as modified by the needs of the First Nation as a modern community;
 - (b) actively participating in Council activities for the benefit of the Membership as a whole and not in the service of individual Members or family groups;

- (c) the Treaty, Aboriginal, and inherent rights to self-governance and self-determination;
- (d) the principle that governance powers vest in Council are exercised by consent of a majority of the Councillors present at a meeting of Council duly convened;
- (e) the statutory and administrative authorities and responsibilities, as set out in the *Indian Act* R.S.C. 1985 and other applicable laws, including this by-law;
- (f) the common law and fiduciary obligations to manage and administer the property, funds, and other assets of the First Nation in a reasonable transparent and accountable manner;
- (g) any contractual obligations and responsibilities set out in the terms of Contribution Agreements or other contracts with funding agencies of other governments; and
- (h) the role of Council relative to the proper administration of the First Nation, recognizing that individual Council members are prohibited from harassing, directing or in any way interfering with the administration of the First Nation, excepting communications that are directed by the Council as a whole.

4 Communication with members

4.1 Communication between Members and the Council are an important element of a healthy democracy. Accordingly, the Council shall ensure regular and reasonable communication with Members by:

- (a) holding an Annually General Assembly;
- (b) holding quarterly Information Meetings;
- (c) holding Special Meetings as necessary;
- (d) holding Member Access Meetings as necessary;
- (e) consulting with Elders as may be necessary;
- (f) the Council shall provided information respecting First Nation by-laws and major policies to Members who request such information;

- (g) providing copies of the annual First Nation audit report for Members who request to review them;
 - (h) providing copies of any minutes of the Annual General Assembly, Information Meetings, Special Meetings or Council Meetings where general observers were allowed to attend the Council Meeting, for Members who request copies; and
 - (i) making those portions of minutes of Council Meetings which may relate to the Member requesting access available to that Member to review.
- 4.2 Notwithstanding any right of access to information described above, the Council shall protect and safeguard any Confidential Information and no Member is entitled to request or demand that the Council divulge Confidential Information.
- 4.3 Communications with third parties must be authorized by the Council and no member of Council may represent that they have authority to bind the First Nation to do anything or to make any statement alleged to be made for or on behalf of the First Nation without prior authorization of Council.

5 Attendance at meetings

5.1 The Council shall:

- (a) hold regular Council Meetings and deal with Council business on a timely basis;
- (b) attend all Council Meetings, Information Meetings, Annual General Assemblies, properly scheduled Member Access Meetings and Special Meetings, unless they are attending to other band business, unable to attend due to an emergency, natural disaster, family death, sickness, medical abnormality, court appearance or other circumstances approved by a Quorum of Council. Notification of absence should be provided prior to the meeting and reasons for extended absences shall be provided in writing;
- (c) attend and represent the First Nation at functions, meetings, and other occasions, both on and off Reserve, as required from time to time;
- (d) prepare in advance for each meeting by reading reports and minutes and be punctual in respect of their attendance for any meeting; and

- (e) remain at meetings until the business for which that meeting has been called is concluded or adjourned, unless called away on other band business or other circumstance approved by a Quorum of Council.

6 Notice

- 6.1 Any member of Council may call meetings required pursuant to the laws of the First Nation, these regulations, or as otherwise required by the First Nation from time to time. Any member of Council calling a meeting shall, when ever possible and time permits, cooperate and consult with the other members of Council when calling and scheduling meetings.
- 6.2 For clarity, Council consensus should be sought but is not required to call and schedule a meeting required pursuant to the laws of the First Nation, these regulations, or as otherwise required by the First Nation from time to time.
- 6.3 Notice shall be given for all Council Meetings as prescribed by the Council or the Council's designate, in writing at least two (2) days before the Council Meeting and delivered by the Council Secretary or Council's designate.
- 6.4 Upon complying with section 6.2, the Council may publish, mail and deliver additional Notices by any other method as many times as the Council considers appropriate.
- 6.5 When a meeting is required on short notice, members of Council may be summoned to a meeting orally or electronically by any member of Council, Council Secretary or Council's designate, who was appointed by a majority of Council and whose authority may be established by written or oral consent of a majority of members of Council or by a subsequent motion at a Council meeting at which a Quorum of Council is present.

7 Financial management

- 7.1 The Council shall:
 - (a) ensure the financial affairs of the First Nation are conducted in a prudent, responsible, and careful manner at all times keeping in mind the best long term interests of the First Nation;
 - (b) ensure that they are fully informed about the financial responsibilities and resources of the First Nation;

- (c) ensure compliance with any funding agreements with government or funding agencies;
- (d) comply with any First Nation financial management codes or policies in place from time to time;
- (e) oversee their senior managers and ensure that senior managers operate within program budgets and service delivery standards and by taking remedial steps, if necessary;
- (f) obtain professional investment or other advice required to ensure that investments are suitable to the circumstances of First Nation; and
- (g) ensure that financial transactions are recorded in accordance with generally accepted accounting practices and that audited financial statements are prepared annually.

8 Administration

8.1 The Council shall ensure stable, competent, qualified, and efficient administration of the First Nation. Accordingly, the Council shall:

- (a) conduct themselves at all times with integrity, courtesy and decorum and without conduct that is disorderly, irresponsible or likely to interfere with the orderly governance or administration of the First Nation.
- (b) subject to the preference which may be given to Members, make hiring decisions on the basis of merit;
- (c) develop and implement personnel policies and procedures to govern relations between the First Nation and Administration and to clearly describe the rights of employees generally;
- (d) ensure all managers and staff have clear job descriptions and reporting lines of authority;
- (e) ensure that First Nation complies with its legal duties as an employer including treating its employees with fairness and dignity; and
- (f) ensure that employees of First Nation fulfill their legal obligations including their obligations not to disclose Confidential Information and to treat all Members with fairness and dignity.

9 External relations

- 9.1 The First Nation is a unique level of government operating within the Canadian federal structure. The Council are the representatives of the First Nation in all government to government relations. Accordingly, the Council shall:
- (a) honourably and effectively represent the interests of the First Nation, including Treaty and Aboriginal rights, to other levels of government, including Federal, Provincial, Municipal, and other First Nation governments;
 - (b) foster respect for the constitutionally protected Treaty and Aboriginal rights of the First Nation;
 - (c) conduct themselves in a manner which fully, properly, and fairly represents the interests of the First Nation; and
 - (d) from time to time, report to the Members about the topics and outcomes of their meetings held outside the community.

10 Conflicts of interest

- 10.1 The Council shall be beyond challenge or reproach in every business transaction. They must not allow themselves to be put into a position where their judgments may appear to be unduly influenced by personal considerations. In order to ensure that the Council fulfil their obligations to Members, it is important the Council adhere to strict conflict of interest guidelines. Accordingly, the Council shall:
- (a) deal fairly and impartially with all Members showing no favouritism, prejudice, or bias in any decisions affecting the rights or interests of the Members;
 - (b) not make any decisions or use their office or powers to provide extraordinary benefits for themselves or their immediate families;
 - (c) not use or communicate Confidential Information acquired in their capacity as a Chief or Councillor for their personal gain or for the benefit or harm of any other person;
 - (d) divulge in writing the nature and extent of their outside employment and business interest;

- (e) not engage in any activity which demands excessive time and attention of the Chief or Councillor in a manner that unreasonably interferes with the performance of their duties, as it may be considered a conflict of interest unless it is deemed necessary by the Council for health, personal, family, or spiritual reasons;
 - (f) not receive any loans from the First Nation or any business corporation or other entity controlled, in whole or in part, by the First Nation while in office; and
 - (g) not use First Nation personnel, equipment or facilities to obtain any personal benefit without the prior written approval of the Council, excepting the Councillor or Chief seeking the permission.
- 10.2 A Councillor shall recuse themselves from any decision, debate, or vote on any matter in respect of which they are in a conflict of interest.

Part 3 **Conduct of Business**

11 Chairman

- 11.1 The Chief, or his designate, shall serve as chairman of all Council Meetings and shall:
- (a) open and close Council Meetings;
 - (b) ensure agendas are followed;
 - (c) direct the discussions;
 - (d) put Council Motions to a vote;
 - (e) announce decisions;
 - (f) ensure maintenance of order;
 - (g) rule on points of order;
 - (h) adjourn or close debates; and

- (i) generally do all other things necessary to ensure observance of these by-laws.

11.2 The Chief may, in their absence, appoint a chairman for a Council Meeting and, failing appointment by the Chief, a Quorum of Council may appoint the chairman.

12 Observers

12.1 All Council Meetings shall be closed to observers, except:

- (a) upon the invitation of the Council; or
- (b) where a Quorum of Council has determined the meeting shall be open to observers.

12.2 All permitted observers must comply with any rules of conduct established by the Council and shall, at the request of the chairman, depart from Council chambers.

Part 4 Decision Making

13 Quorum

13.1 All decisions of Council shall be made by a Quorum of Council at a Council Meeting and recorded by Council Motion.

13.2 If no Quorum of Council is present within 1 hour after the time for the meeting, the Council Secretary shall take the names of the members of Council present and the chairman shall determine whether the meeting is adjourned or whether the meeting shall continue, provided that no Council Motion may be determined without a Quorum of Council being present.

13.3 Upon a Quorum of Council being present or, upon a determination made pursuant to section 13.2, the chairman shall call the meeting to order.

14 Order of Business

14.1 The order of business at each Council Meeting, except Member Access Meetings, shall be as follows:

- (a) reading, correction, and adoption of the minutes of the previous Council Meeting;
- (b) unfinished business;
- (c) new business, including consideration of any reports to Council; and
- (d) adjournments.

14.2 The order of business at each Member Access Meeting shall be as follows:

- (a) adoption of the agenda for the Member Access Meeting;
- (b) meeting with Members as scheduled by the Council Secretary or Council's designate; and
- (c) adjournments.

15 Decisions

- 15.1 Each Council Motion shall be presented or read by the mover, seconded and placed before a Council Meeting for consideration.
- 15.2 After a Council Motion has been placed before the Council it may only be withdrawn by consent of a Quorum of Council.
- 15.3 When a Councillor desires to speak, they shall address the remarks to the chairman and confine the remarks to the matter then before Council.
- 15.4 In the event that more than one Councillor desires to speak at one time, the chairman shall determine who is entitled to speak.
- 15.5 The chairman may call a Councillor to order while speaking and the debate is suspended until the point of order is determined.
- 15.6 A Councillor may speak only once on a point of order.
- 15.7 All points of order shall be determined by the chairman and without debate.
- 15.8 Every member present when a matter is put to vote shall vote unless excused by a Quorum of Council or unless the Councillor is prohibited from voting by reason of a conflict of interest.

- 15.9 There shall be no proxy voting.
- 15.10 A Councillor who refuses to vote is deemed to have voted in favour of the motion.
- 15.11 Each Councillor present shall announce their vote openly and individually to the Council and, when so requested by the Councillor, the Council Secretary shall record the vote in the Council Minutes.
- 15.12 Any Councillor may require that the question or Council Motion under consideration be read for their information at any period in the debate, but not so as to interrupt a Councillor who is speaking.
- 15.13 All matters shall be determined by a majority of votes.
- 15.14 Council Motions that were defeated can be brought forward as a new Council motion at a later Council Meeting.

Part 5 Member Access Meetings

16 Registration

- 16.1 Any Member desiring to meet with Council or a member of Council at a Member Access Meeting may register with the Council Secretary or Council's designate, who shall schedule access on a first come first served basis and in accordance with time allotted for the Member Access Meeting and the convenience of Council.
- 16.2 A Member Access Meeting may be conducted by teleconferencing at a time designated by the Council or a member of Council in advance of the Member Access Meeting.

17 Time Permitted

- 17.1 In default of any other time designated by the Council or a member of Council in advance of the Member Access Meeting, no Member shall be entitled to meet with Council or a member of Council for a period of more than 30 minutes.

18 Documents

- 18.1 Any documents which a member intends to refer to in a Member Access Meeting shall be provided to the Council Secretary or Council's designate not less than 24 hours in advance of the Member Access Meeting.

19 Decisions

- 19.1 Decisions on matters raised at a Member Access Meeting shall be made after the petitioner has been heard and any other necessary information has been gathered, by the Councillor(s) in attendance or in accordance to section 19.2.
- 19.2 Councillors' shall be entitled to defer any decisions arising in a Member Access Meeting for consideration at a later Council Meeting and, in the case of any deferrals, shall advise the Member of the decision of Council in writing within 10 days of the decision having been made. For clarification, subject to the discretion of Council, the member who requested or is the subject matter of the member access meeting may or may not be present at the time the decision is made.

**Part 6
Portfolios and Committees**

20 Portfolios

- 20.1 The Council may create portfolios in lieu of the committee of the whole Council to deal with matters of critical concern and appoint from among its members, portfolio holders.
- 20.2 Portfolio holders shall be accountable to the Council for the administration of matters within their portfolio.
- 20.3 Portfolio holders shall report regularly in writing to Council and shall ensure that Council has all relevant information before considering any Council Motions in relation to the portfolio.

21 Committees

- 21.1 The Council may establish the terms of reference for any committee and appoint those persons whom the Council deems advisable to committees to investigate, report, or make recommendations, as the case may be, on any matter under the consideration of Council.

- 21.2 The Chief and the affected portfolio holder shall be an *ex officio* members of all committees and will be subject to the terms of reference set for the Committee by the Council.

Part 7 Records

22 Council Secretary

- 22.1 The Council may, in its discretion and if they deem it necessary, appoint a Council Secretary who shall fulfill the duties and responsibilities as set out in these by-laws subject to such terms and remuneration as may be established by the Council from time to time.

- 22.2 The Council Secretary shall:

- (a) maintain attendance records;
- (b) keep and distribute minutes of Council Meetings;
- (c) organize the Council Meetings;
- (d) prepare and distribute documentation and agendas;
- (e) maintain files and records of Council Meetings;
- (f) in the case of Member Access Meetings, schedule member access; and
- (g) do such other things as may be assigned by the Council or as may be required for the orderly administration of Council.

23 Minutes

- 23.1 Council Minutes shall include the substance of any discussions at a Council Meeting, the motions, and the decisions taken at a Council Meeting.
- 23.2 The minutes of Annual General Assembly's, Information Meetings and Special Meetings shall include the substance of any discussions, concerns brought forward, motions made by Council, if any, and decision made by Council, if any.

- 23.3 The text of any minutes of the Annual General Assembly, Information Meetings, Special Meetings or Council Meetings where general observers were allowed to attend the Council Meeting, that have been adopted shall be made available to members at the Band Offices but they may not be copied or removed from the Band Offices.
- 23.3 Notwithstanding anything in this section, the Council may, in its absolute discretion, require that a record be taken of a Council Meeting by way of transcription or any audio or video recording device.
- 23.4 A record taken by way of transcription or any audio or video recording device is privileged and review or reproduction by members is prohibited, unless approved by a Quorum of Council.

**Part 8
General**

24 Rules of Conduct

- 24.1 The Council shall at all times conduct themselves in a manner which does not bring themselves, the leadership, or the First Nation into disrespect and disrepute.
- 24.2 When conducting the business of the First Nation with other governments, businesses, or third parties, the Council shall act in a considerate, professional, and responsible manner.
- 24.3 Each Member of the Council shall fully inform themselves of their duties, responsibilities, and the rules and guidelines governing their conduct.
- 24.4 Each member of the Council shall work cooperatively and in close consultation with other Councillors and participate in Council activities with a view to the benefit of the Membership as a whole and not in the service of individual Members or family groups.

25 Supplementary Rules of Procedure

- 25.1 The Council may make other rules of procedure not inconsistent with this by-law.

26 Amendments

- 26.1 This by-law may be amended by motion of Council.

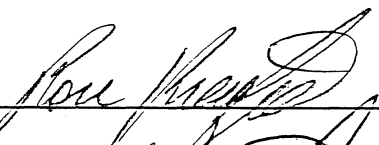
27 Coming into Force

27.1 This by-law is in force and effective as of the date it is approved and passed by a Quorum of the Council.


APPROVED AND PASSED at a duly convened Meeting of the Council of Fort McMurray No. 468 First Nation held at Fort McMurray, in the Province of Alberta, this 13th day of August, 2014.

A Quorum of the Council consists of 2 Members of Council.

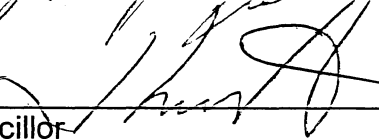
Voting in favour of the by-law are the following Members of Council.



Chief



Councillor



Councillor

I, RONALD KREUTZER Chief/Councillor of the Fort McMurray No. 468 First Nation, do hereby certify that a true copy of the foregoing By-law was forwarded to the Minister of Aboriginal Affairs and Northern Development Canada pursuant to subsection 82(l) of the *Indian Act*, this 13th day of August of, 2014.



Chief/Councillor



Witness