



Indigenous Services
Canada

Services aux
Autochtones Canada

I, Minister of Indigenous Services, HEREBY APPROVE, pursuant to section 83 of the *Indian Act*, the following Bylaw made by Cowessess First Nation in the Province of Saskatchewan at a meeting held on October 27, 2020

- ***Cowessess First Nation Financial Administration Bylaw, 2020 #2***

Dated at Gatineau, Quebec, this 23 day of March, 2021.

Hon. Marc Miller

Canada



**COWESSESS FIRST NATION
FINANCIAL ADMINISTRATION BYLAW, 2020
#2**

Enacted January 9th, 2012
Amended March 5th, 2019
Enacted August 5, 2020

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PREAMBLE

WHEREAS section 83 of the *Indian Act* provides that the Council may, subject to the approval of the Minister of Indigenous Affairs and Northern Development, make bylaws for the following purposes:

- The appropriation and expenditure of moneys of the Cowessess First Nation to defray Cowessess First Nation expenses;
- The appointment of officials to conduct the business of the Council and prescribing their duties; and
- With respect to any matter arising out of or ancillary to the exercise of the aforementioned powers;

WHEREAS the Cowessess First Nation has a Constitution, governance policy, personnel policy and procedures manual, and other laws, agreements and plans;

WHEREAS the Council of the Cowessess First Nation wishes to establish a comprehensive bylaw to govern the financial administration of the Cowessess First Nation;

WHEREAS the Council of the Cowessess First Nation is committed to the financial stability and long range fiscal viability of the Cowessess First Nation and its Operating Entities;

WHEREAS the enclosed Bylaw contains provisions which are intended to ensure financial security, limit financial liability and provide for the effective financial operation and management of the Cowessess First Nation and its Operating Entities;

WHEREAS the Council of the Cowessess First Nation has determined that it is desirable and necessary that the enclosed Financial Administration Bylaw be amended for the purposes set out in section 83 of the *Indian Act* and for the better administration of the Cowessess First Nation and its Operating Entities;

WHEREAS the Council of the Cowessess First Nation enacted the *Cowessess First Nation Financial Administration Bylaw, 2020*, on August 5, 2020 which is hereby repealed in its entirety; and

THEREFORE BE IT RESOLVED that the Council of the Cowessess First Nation at a duly convened meeting of the Council hereby enacts this Financial Administration Bylaw.

1. CITATION

- 1.1 This document may be cited as the *Cowessess First Nation Financial Administration Bylaw, 2020 #2*.

2. DEFINITIONS AND INTERPRETATION

- 2.1 In this Bylaw, the following terms shall have the meanings hereinafter ascribed to them, namely:
- (a) **“Act”** means the *Indian Act*;
 - (b) **“Agency” or “Agencies”** means any board, tribunal, commission or committee as established by or under the authority of the Council of the First Nation;
 - (c) **“Agreement”** means any contract or agreement as may be entered into between the First Nation and any other party, including the Federal or Provincial Government or any agency or department thereof, pursuant to which monies are paid to the First Nation;
 - (d) **“annual financial statements”** means the annual financial statements of the First Nation referred to in section 26;
 - (e) **“Auditor” or “Auditors”** means an auditor who is a member (or a partnership whose partners are members) in good standing of the Chartered Professional Accountants of Canada and who is appointed by the Council to act as auditor for the First Nation;
 - (f) **“Chief”** means the Chief of the Cowessess First Nation elected pursuant to the Cowessess First Nation #73 Custom Election Act;
 - (g) **“Council”** means the Chief and Council of the Cowessess First Nation;
 - (h) **“Councillor”** means a member of the Council of the First Nation elected pursuant to the Cowessess First Nation #73 Custom Election Act and includes the Chief of the First Nation;
 - (i) **“First Nation Resolution” or “Resolution”** means a written resolution signed by at least a quorum of the Council which is passed at a duly convened meeting of the Council;
 - (j) **“Citizen” or “Member of the First Nation”** means any person whose name appears or is entitled to appear on the list of the First Nation as maintained by the Registrar of ISC pursuant to the provisions of the *Indian Act* R.S.C. 1985 c. I-5;
 - (k) **“budget”** means the annual budget of the First Nation that has been approved by the Council;

- (l) **“Capital Project”** means the purchase, construction or major renovation of any physical assets of the First Nation which, without restricting the generality of the foregoing shall include roads, bridges, utilities, water supply and septic systems, ditches and water spillways, houses (including both CMHC and First Nation Units), buildings, waste control facilities, landscaping and fencing;
- (m) **“Cowessess First Nation Financial Administration Bylaw”** or **“Bylaw”** means this Bylaw and any amendments enacted in relation thereto;
- (n) **“Cowessess First Nation Funds”** means all monies received and administered by the Council on behalf of the First Nation and includes, without restricting the generality of the foregoing, the following:
 - (i) all revenues generated by the First Nation or its Operating Entities;
 - (ii) all grants, contributions and/or monies received by the First Nation pursuant to any funding or other Agreements;
 - (iii) all monies borrowed by the First Nation for and on behalf of the First Nation or any of its Operating Entities; and
 - (iv) all other monies received and administered by the First Nation or its Operating Entities;
- (o) **“Director of Finance”** means the person appointed Director of Finance or other equivalent position within the First Nation under section 10;
- (p) **“Executive Director”** means the person appointed Executive Director or other equivalent position within the First Nation under section 9;
- (q) **“financial administration”** means the management, supervision, control and direction of all matters relating to the financial affairs of the First Nation;
- (r) **“financial competency”** means the ability to read and understand financial statements that present accounting issues reasonably expected to be raised by the First Nation’s financial statements;
- (s) **“Financial Institution”** means any bank or trust company that is a member institution for which the Canada Deposit Insurance Corporation has a duty to insure deposits pursuant to the *Canada Deposit Insurance Corporation Act*, R.S.C. 1985, c. C-3, or a credit union operating in the Province of Saskatchewan whose deposits are insured by the Credit Union Deposit Guarantee Corporation;

- (t) **“Finance and Administration Committee”** means the committee established under section 7 that reviews all major financial decisions, and recommends to Chief and Council whether they should be adopted;
- (u) **“First Nation”** means the Cowessess First Nation;
- (v) **“First Nation law”** means any law, major legislation and policy legislation pursuant to the Cowessess First Nation Constitution, including any by-law or code, of the First Nation made by the Council or the membership of the First Nation;
- (w) **“fiscal year”** means the fiscal year of the First Nation set out in section 12;
- (x) **“GAAP”** means generally accepted accounting principles of the Chartered Professional Accountants of Canada, as revised or replaced from time to time;
- (y) **“multi-year financial plan”** means the plan referred to in section 13;
- (z) **“officer”** means the director of finance, executive director and any other employee of the First Nation designated by the Council as an officer;
- (aa) **“Immediate Family”** means the spouse, common-law spouse, mother, stepmother, father, stepfather, sister, stepsister, brother, stepbrother, son, stepson, daughter, stepdaughter, foster child, adopted child, grandchild or grandparent of an individual;
- (bb) **“ISC”** means Indigenous Services Canada or its successor;
- (cc) **“Material Contract”** means any contract or agreement relating to the provision of goods and/or services;
- (dd) **“Motion”** means a decision of the Council which has been approved by a quorum of the Council present at a duly convened meeting of the Council;
- (ee) **“Operating Entity”** or **“Operating Entities”** means any program, department or entity operated and administered by the First Nation and which is funded by the First Nation through monies received by the First Nation pursuant to any funding agreements or directly by the First Nation, but excludes any corporations, limited partnerships, trusts or other related business entities which may be operated and administered separate and apart from the First Nation;
- (ff) **“Program Manager”** means such co-ordinators, managers, supervisors or directors as are retained by the First Nation to be responsible for the day to

day management and operation of a specific program, department or Operating Entity of the First Nation; and

- (gg) **“record(s)”** means anything on which information is recorded or stored by any means whether graphic, electronic, mechanical or otherwise;
- (hh) **“Reserve”** means collectively the lands comprised within the Cowessess Indian Reserve, as may be amended from time to time;
- (ii) **“strategic plan”** means the plan referred to in section 13;

2.2 Except as otherwise provided in this By-law, words and expressions used in this By-law have the same meanings as in the Act.

2.3 Unless a word or expression is defined under 2.1 or 2.2 or another provision of this By-law, the definitions in the *Interpretation Act* apply.

2.4 All references to named enactments in this By-law are to enactments of the Government of Canada.

2.5 In this Bylaw, the following rules of interpretation apply:

- (a) words used herein importing the singular only shall include the plural and vice versa;
- (b) words importing the use of any one gender shall include all genders;
- (c) if a word or expression is defined, other parts of speech and grammatical forms of the same word or expressions have corresponding meanings;
- (d) the expression “must” is to be construed as imperative, and the expression “may” is to be construed as permissive;
- (e) unless the context indicates otherwise, “including” means “including, but not limited to”, and “includes” means “includes, but not limited to”;
- (f) all references to statutes or regulations shall include, unless expressly stated herein, any such statute or regulation as the same may be amended, re-enacted or replaced from time to time and, in respect of any defined term derived from such statute or regulation, includes any subsequent definition contained in any statute or regulation enacted in substitution therefore, or in modification thereof; and
- (g) the headings, recitals and table of contents are inserted solely for convenience and shall not control or affect the meaning or construction of any part of this Bylaw.

- 2.6 This Bylaw must be considered as always speaking and where a matter or thing is expressed in the present tense, it must be applied to the circumstances as they arise, so that effect may be given to this By-law according to its true spirit, intent and meaning.
- 2.7 Words in this By-law referring to an officer, by name of office or otherwise, also apply to any person designated by the Council to act in the officer's place or to any person assigned or delegated to act in the officer's place under this By-law.
- 2.8 In this By-law, time must be calculated in accordance with the following rules:
- (a) where the time limited for taking an action ends or falls on a holiday, the action may be taken on the next day that is not a holiday;
 - (b) where there is a reference to a number of days, not expressed as "clear days", between two events, in calculating that number of days the day on which the first event happens is excluded and the day on which the second event happens is included;
 - (c) where a time is expressed to begin or end at, on or within a specified day, or to continue to or until a specified day, the time includes that day;
 - (d) where a time is expressed to begin after or to be from a specified day, the time does not include that day; and
 - (e) where anything is to be done within a time after, from, of or before a specified day, the time does not include that day.
- 2.9 In the event of any inconsistency or conflict arising between the provisions of this Bylaw and the provisions of any other First Nation Law, policies or procedures of the First Nation, the provisions as outlined in this Bylaw shall govern and prevail to the extent of the inconsistency or conflict.
- 2.10 This By-law applies to the financial administration of the First Nation.

3. APPLICATION

- 3.1 This Bylaw shall have application to the financial management and administration of all Cowessess First Nation Funds and shall apply to:
- (a) the Council;
 - (b) all employees, officers, appointed committee members and/or contracted personnel of the First Nation, its Agencies and Operating Entities; and

- (c) all programs, departments, Agencies and Operating Entities of the First Nation.

4. POSTING OF NOTICE

4.1 Under this bylaw, the following notice shall be given:

- (a) for purposes of the annual general assembly to review the audited financial statements in Fall and budget in Spring, such notice shall be posted at the First Nation office and on the Nation's website a minimum of 30 calendar days prior to the date of the meeting;
- (b) for purposes of meetings of the Finance and Administration Committee, notice shall be given in accordance with the Governance Policy. Notice shall be posted by means of an email to all Committee members and directors;
- (c) for purposes of meetings of Chief and Council required under this bylaw, notice shall be in compliance with the Governance Policy.

4.2 Under this bylaw, where the deadline date or the date at the conclusion of notice falls on a Saturday, Sunday, statutory holiday, or other day the First Nation office is generally not open for business, such deadline date shall fall on the first business day following the deadline that the First Nation office is open for business.

5. PURPOSE/ RESPONSIBILITIES OF COUNCIL

5.1 The purpose of this Bylaw shall be to:

- (a) provide a framework for the fiscal and financial operations of the First Nation and its Operating Entities; and
- (b) identify the provisions having application to the financial operation and management of the First Nation and its Operating Entities.

5.2 The Council is responsible for all matters relating to the financial administration of the First Nation whether or not they have been assigned or delegated to an officer, employee, committee, contractor or agent by or under this By-law.

5.3 Subject to this By-law and any other applicable First Nation law, the Council may delegate to any of its officers, employees, committees, contractors or agents any of its functions under this By-law except the following, the:

- (a) approval of Council policies;
- (b) appointment of members, the chair and the vice-chair of the Finance and Administration Committee;

- (c) approval of budgets and financial statements of the First Nation; and
 - (d) approval of borrowing of the First Nation.
- 5.4 The Council must establish policies and procedures respecting the acquisition, management and safeguarding of First Nation assets.
- 5.5 The Council must ensure that all procedures made under this By-law are
- (a) consistent with, and made under the authority of, a policy approved by the Council, and
 - (b) approved by the Council or the Executive Director.
- 5.6 The Council must document all First Nation policies and procedures referred to in this By-law and make them available to any person who is required to act in accordance with them or who may be directly affected by them.

Reporting of Remuneration and Expenses

- 5.7 In section 5.8,
- “entity” means a corporation or a partnership, a joint venture or any other unincorporated association or organization, the financial transactions of which are consolidated in the annual financial statements of the First Nation in accordance with GAAP;
- “expenses” includes the costs of transportation, accommodation, meals, hospitality and incidental expenses; and
- “remuneration” means any salaries, wages, commissions, bonuses, fees, honoraria and dividends and any other monetary and non-monetary benefits.
- 5.8 Annually the Director of Finance must prepare a report separately listing the remuneration paid and expenses reimbursed by the First Nation, and by any entity, to each councillor whether such amounts are paid to the councillor while acting in that capacity or in any other capacity.

6. FINANCIAL MANAGEMENT AND OPERATIONS

- 6.1 Without restricting the generality of the foregoing, the Council shall be responsible for overseeing and monitoring the financial operations of the First Nation, its programs, departments, Agencies and Operating Entities. In exercising its responsibilities, the Council shall conduct its affairs in a manner which ensures sound financial management and accountability for all Cowessess First Nation funds.

6.2 In exercising its powers and performing its duties, the Council shall be responsible for the following:

- (a) to ensure that all Council members, employees, contractual personnel and appointed officials adhere to and comply with the provisions of this Bylaw in relation to the financial operations of the First Nation, its programs, departments, Agencies and Operating Entities;
- (b) to review and approve prior to the beginning of each fiscal year the consolidated annual operating budget for the First Nation, its programs, departments, Agencies and Operating Entities;
- (c) to monitor the approved consolidated annual operating budget in each fiscal year to ensure that the operating budget is followed and remedial action is taken, where necessary, to ensure the proper and efficient management of Cowessess First Nation Funds;
- (d) to make decisions regarding the utilization of Cowessess First Nation Funds and to delegate the authority for the expenditure of funds within approved limits;
- (e) to ensure that all financial transactions and decisions effecting the First Nation, its programs, departments, Agencies and Operating Entities are conducted in accordance with the provisions of this Bylaw;
- (f) to ensure that all financial records of the First Nation, its programs, departments, Agencies and Operating Entities are kept in a secure location within the First Nation administration office and are not removed from the First Nation administration office without the express written consent by Motion or Resolution of the Council;
- (g) to ensure that all investments in business or business related projects are made in accordance with sound financial practices and following completion of all applicable due diligence requirements; and
- (h) to perform such other duties and exercise such other functions as the Council may consider necessary or expedient to meet its objectives, exercise its powers or perform its responsibilities hereunder, in so far that it does not violate any sections of this Bylaw.

6.3 In exercising its powers with respect to the financial management and operation of the First Nation, its programs, departments, Agencies and Operating Entities, the Council shall, without restricting the generality of the foregoing, be authorized and empowered to:

- (a) retain the services of any staff and/or professional advisors including, without restricting the generality of the foregoing, legal counsel, accountants and Auditors to assist the Council in the performance of any functions associated with the carrying out of its responsibilities;
- (b) enter into banking arrangements with any Financial Institution regarding the maintaining of accounts for all Cowessess First Nation Funds;
- (c) institute, prosecute and defend any suits, actions or other legal proceedings which may affect the Council, the First Nation, its programs, departments, Agencies or Operating Entities;
- (d) make and amend from time to time such policies and procedures as they deem necessary to govern their financial operations, provided that such policies and procedures shall not be inconsistent with the provisions of this Bylaw, any legislation having application to the Council or GAAP – except as permitted by reporting for special purpose reports in section 26.16; and
- (e) perform such other duties and exercise such other functions as the Council may consider appropriate for the effective financial operation and administration of the First Nation, its programs, departments, Agencies and Operating Entities.

6.4 Every member of the Council in exercising his or her powers or in performing his or her functions shall:

- (a) act honestly and in good faith with a view to the best interest of the First Nation;
- (b) exercise the care, diligence and skill of a reasonable prudent person; and
- (c) ensure that the financial affairs of the First Nation, its programs, departments, Agencies and Operating Entities are managed in accordance with the provisions of this Bylaw.

7. FINANCE AND ADMINISTRATION COMMITTEE

Definitions

7.1 In this section 7,

“Committee” means the Finance and Administration Committee.

“Independent” means

- (a) an individual does not have a direct or indirect financial relationship with the First Nation government that could, in the opinion of Council, reasonably interfere with the exercise of independent judgment as a member of the Committee;
 - (b) for greater certainty, an individual who has a role in the financial management of the First Nation involving the planning, organizing, directing or controlling of its financial activities – including budgeting, financial accounting, financial reporting, procurement and utilization of funds **is not** considered independent; and
 - (c) the Council must establish policies or procedures or give directions
 - (i) setting criteria to determine if an individual is independent;
 - (ii) requiring confirmation, before appointment, that each potential member of the Committee is independent; and
 - (iii) requiring each member of the Committee annually to sign a statement confirming that the member continues to meet the independent criteria and section 7.5 criteria.
- 7.2 A Finance and Administration Committee shall be appointed by the Council to review financial decisions to provide Council with advice and recommendations in order to support Council's decision-making process respecting the financial administration of the First Nation.
- 7.3 The Council must appoint a minimum of five (5) members and a maximum of twelve (12) members, a majority of whom must have financial competency and all of whom must be independent.
- 7.4 At least two (2) of the Committee members must be councillors, and at least two (2) must be non-councillors.
- 7.5 To be eligible for the Committee, an individual must:
- (a) have not been convicted of fraud or any other financial crime; and
 - (b) have not been convicted of, or be awaiting trial on a felony within five years prior to their appointment, and provide a CPIC confirming such.
- 7.6 Subject to section 7.8, the Committee members must be appointed to hold office for staggered terms of not less than two (2) complete fiscal years.
- 7.7 A Committee member may be removed from office by the Council if

- (a) the member misses three (3) consecutively scheduled meetings of the Committee; or
- (b) the chair of the Committee recommends removal.

7.8 If a Committee member is removed from office, resigns or dies before the member's term of office expires, the Council must as soon as practicable appoint a new Committee member to hold office for the remainder of the first member's term of office.

Committee Procedures

- 7.9 Quorum for all Committee meetings shall be a majority of the appointed members, including at least one (1) councillor.
- 7.10 Except where a Committee member is not permitted to participate in a decision because of a conflict of interest, every Committee member has one (1) vote in all Committee decisions.
- 7.11 In the event of a tie vote in the Committee, the chair of the Committee may cast a second tiebreaking vote.
- 7.12 Subject to section 7.13, the Director of Finance and the Executive Director must be notified of all Committee meetings and, subject to reasonable exceptions, must attend those meetings.
- 7.13 The Executive Director or Director of Finance may be excluded from all or any part of a Committee meeting by a recorded vote if
- (a) the subject matter relates to a confidential personnel or performance issue respecting the Executive Director or Director of Finance; or
 - (b) it is a meeting with the auditor.
- 7.14 The Committee must meet
- (a) at least once every quarter in each fiscal year as necessary to conduct the business of the Committee; and
 - (b) as soon as practical after it receives the audited annual financial statements and report from the auditor.
- 7.15 The Committee must provide minutes of its meetings to the Council and report to the Council on the substance of each Committee meeting as soon as practicable after each meeting.

- 7.16 Subject to this by-law and any directions given by the Council, the Committee may make rules for the conduct of its meetings.

Financial Planning Responsibilities

- 7.17 The Committee must carry out the following activities:

- (a) annually review and recommend to Council for approval a multi year financial plan;
- (b) review and recommend to Council for approval a draft consolidated annual budget;
- (c) monitor the financial performance of the First Nation against the annual budget and report any significant variations to the Council;
- (d) review all contracts and purchase orders in excess of \$25,000 that are not specifically identified in the budget;
- (e) review of quarterly financial statements and recommend them to Council for approval;
- (f) review of annual audited financial statements, including any special purpose reports, and recommend them to the Council for approval;
- (g) review of posting employment positions not included in the consolidated budget; and
- (h) other financial or administrative matters that may arise from time to time.

- 7.18 Committee members must use proper judgement to make decisions in the best interest of the First Nation at all times and foregoing personal interests.

Chair and Vice Chair

- 7.19 The Council must appoint a chair and a vice-chair of the Committee, one of whom must be a councillor.

- 7.20 If the Council appoints a non-councillor as chair of the Committee, the Council must send to the chair notices and agendas of all Council meetings, on request of the chair, the Council must provide the chair with any materials or information provided to the Council respecting matters before it, and the chair may attend and speak at Council meetings.

Audit and Oversight Responsibilities

- 7.21 The Committee must carry out the following activities in respect of the financial administration of the First Nation:
- (a) make recommendations to the Council on the selection, engagement and performance of an auditor;
 - (b) receive assurances on the independence of a proposed or appointed auditor;
 - (c) review and make recommendations to the Council on the planning, conduct and results of audit activities;
 - (d) periodically review and make recommendations to the Council on policies, procedures on reimbursable expenses and perquisites of the councillors, officers and employees of the First Nation;
 - (e) monitor financial reporting risks and fraud risks and the effectiveness of mitigating controls for those risks taking into consideration the cost of implementing those controls;
 - (f) conduct a review of this by-law under section and, where appropriate, recommend amendments to the Council; and
 - (g) periodically review and make recommendations to the Council on the terms of reference of the Committee.

Council Assigned Responsibilities

- 7.22 The Council may assign to the Committee any other matter respecting the financial administration of the First Nation that are not inconsistent with the Committee's duties specified in this By-law.

8. CONFLICT OF INTEREST

- 8.1 The Council shall ensure that conflict of interest is avoided in all financial decisions and transactions affecting the First Nation, its programs, departments, Agencies and Operating Entities.
- 8.2 The Council must establish policies and procedures for the avoidance, mitigation and disclosure of actual or potential conflicts of interest by councillors, officers, employees, committee members, contractors and agents.
- 8.3 The policies and procedures referred to in section 8.2 must provide for the following:

- (a) defining private interests that could result in a conflict of interest;
 - (b) keeping records of all disclosures and declarations made relating to actual or potential conflicts of interest;
 - (c) specifying restrictions on the acceptance of gifts and benefits that might reasonably be seen to have been offered in order to influence the making of a decision;
 - (d) prohibiting any person who has a conflict of interest from attempting to influence a decision or from participating in the making of a decision respecting the matter in which the person has a conflict of interest; and
 - (e) specifying how any undisclosed or any alleged but not admitted conflicts of interest of councillors are to be addressed.
- 8.4 When exercising a power, duty or responsibility relating to the financial administration of the First Nation, a councillor must
- (a) comply with this By-law, the Act, any other applicable First Nation law, policies, procedures and any applicable standards,
 - (b) act honestly, in protection
 - (c) and in the best interests of the First Nation,
 - (d) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances, and
 - (e) avoid conflicts of interest and comply with applicable policies and procedures made under section 8.2.
- 8.5 Annually a councillor must file with the executive director a written disclosure of his or her private interests which could result in a conflict of interest.
- 8.6 If a councillor believes he or she has a conflict of interest, the councillor must disclose the circumstances to the council in writing as soon as practicable.
- 8.7 As a general rule, any person who holds an elected, appointed, employment or contractual position with the First Nation, its programs, departments, Agencies or Operating Entities, including any elected member of the Council, shall not use their office or position for any personal gain or financial benefit to the detriment of the interest of the First Nation, its programs, departments, Agencies or Operating Entities.
- 8.8 It shall be the responsibility of all elected, appointed, employed or contractual officials of the First Nation if he or she believes they have a conflict of interest to disclose

the circumstances in writing as soon as practicable to the executive director or, in the case of the executive director, to the chair of the Finance and Administration Committee.

8.9 Any person referred to in section 8.7 who:

- (a) is a party to a Material Contract or proposed Material Contract to be entered into by or on behalf of the First Nation, its programs, departments, Agencies or Operating Entities;
- (b) is a director, officer or has material interest in any individual proprietor, corporation or any other entity who is a party to a Material Contract or proposed Material Contract to be entered into with the First Nation, its programs, departments, Agencies or Operating Entities; or
- (c) stands to receive either alone or in conjunction with any member of his or her Immediate Family, any personal gain or financial benefit from any Material Contract or proposed Material Contract to be entered into with the First Nation, its programs, departments, Agencies or Operating Entities;

shall disclose in writing to the Director of Finance, or in the case of the Director of Finance to the Chair of the Finance and Administration Committee, the nature and extent of their relationship and the extent of his or her interest with the contracting party.

8.10 The disclosure required pursuant to section 8.8 shall be made:

- (a) at any meeting of the First Nation, its programs, departments, Agencies or Operating Entities at which the proposed Material Contract is first considered;
- (b) if the individual in question was not then interested in the proposed Material Contract, at the first meeting of the First Nation, its programs, departments, Agencies or Operating Entities after which he or she becomes so interested; or
- (c) if the individual becomes interested after the Material Contract is made or entered into by or on behalf of the First Nation, its programs, departments, Agencies or Operating Entities, at the first meeting of the First Nation, its programs, departments, Agencies or Operating Entities after which he or she becomes so interested.

8.11 The individual described in section 8.7 shall not take part in any discussions or deliberations concerning the Material Contract and shall not vote on any Motion or Resolution to approve the same or any similar decision regarding consideration or approval of the Material Contract.

- 8.12 Every member of the Council shall be accountable to the membership of the First Nation for any personal gain or financial benefit received as a result of any decision of the Council, unless:
- (a) the Council member has disclosed his or her financial interest in the Material Contract as required by this Bylaw and has followed the procedures set out herein; and
 - (b) the Council member has abstained from participating in all discussions or deliberations regarding the Material Contract including the voting on any Motion or Resolution to approve the same as provided for in section 8.5 hereof.
- 8.13 In the event that a Council or staff member makes a decision that is in violation of the Conflict of Interest sections of this Bylaw, the following actions may be taken:
- (a) an officer or employee may be disciplined, including dismissal;
 - (b) a contractor's contract may be terminated;
 - (c) the appointment of a member of a committee may be revoked;
 - (d) the appointment of an agent may be revoked;
 - (e) such decision shall be ruled null and void, with all attempts under the law being made to recover such monies and the cancellation of any related contracts under the decision where the conflict arose; and
 - (f) the council may use any legal means available to it to remedy the situation.
- 8.14 Officers, employees, committee members, contractors and agents of the First Nation, a person acting under the delegated authority of the Council or the First Nation, when exercising a power, duty or responsibility relating to the financial administration of the First Nation, that person must
- (a) comply with this By-law, the Act, any other applicable First Nation law and any applicable standards,
 - (b) comply with all policies and procedures of the First Nation, and
 - (c) avoid conflicts of interest and comply with applicable policies and procedures made under this By-law.
- 8.15 If an officer, employee, committee member, contractor or agent believes he or she has a conflict of interest, that person must disclose the circumstances in writing as soon as practicable to the chief administrative officer or, in the case of the chief administrative officer, to the chair of the Finance and Audit Committee.

8.16 The Council must incorporate the relevant provisions of section 8.14 and section 8.15 into the following:

- (c) the terms of employment or appointment of every officer or employee of the First Nation;
- (a) the terms of every contract of a contractor of the First Nation;
- (b) the terms of appointment of every member of a committee who is not a councillor; and
- (c) the terms of appointment of every agent of the First Nation.

8.17 If a person contravenes section 8.14 or section 8.15, the following actions may be taken:

- (d) an officer or employee may be disciplined, including dismissal;
- (e) a contractor's contract may be terminated;
- (f) the appointment of a member of a committee may be revoked;
- (g) the appointment of an agent may be revoked; and
- (h) the council may use any legal means available to it to remedy the situation.

9. EXECUTIVE DIRECTOR

9.1 To assist in the overall supervision of operations of the First Nation, the First Nation shall utilize the services of an Executive Director.

9.2 The Council must appoint a person as Executive Director and may set the terms and conditions of that appointment.

9.3 The Executive Director reports to the Council and provides objective operations independent of Council. Without restricting the generality of the foregoing, the Executive Director shall fulfill the following duties:

- (a) the overseeing of the day to day management and coordination of the activities of all officers and employees, and all programs and services operated of the First Nation;
- (b) designing structures, systems and processes for identifying problems and opportunities including the identification, assessment, monitoring and reporting on financial reporting risks and risk of fraud;

- (c) to monitor and report on the effectiveness of mitigating controls for the risks referred to in (b), taking into consideration the cost of implementing those controls;
 - (d) to oversee the development and implementation of all contracts, operational guidelines, policies and records of the First Nation relating to the administration and management of the programs and services of the First Nation and its operating entities;
 - (e) assist in negotiations surrounding new agreements or amendments to existing funding agreements;
 - (f) directing and coordinating the drafting of legislation (laws or regulations or guidelines) and the design of programs, proposals and new projects/programs, along with the formulation of strategies. This is done in a hands-on fashion with the assistance from necessary consultants on technical matters;
 - (g) review written material/reports and proposals, agreements;
 - (h) represent the First Nation, establishing and maintaining ongoing relations with all levels of First Nations/Non-First Nations level of government/agencies;
 - (i) ensure proper preparation and presents reporting to funding agencies pursuant to contribution agreements;
 - (j) undertake follow-up of work assigned by the Council and various Committees;
 - (k) to prepare and present on a regular basis, written and/or oral reports to Council on matters relating to the management, operation and administration of the First Nation, its programs, services and personnel. Attend meetings as directed by Council and provide reports on such meetings;
 - (l) attend Program Managers' at a minimum meeting monthly, reporting back to Council on issues requiring their attention and approval;
 - (m) to develop and maintain a communication system to ensure smooth flow of information from Council and the various departments of the First Nation; and
 - (n) to carry out any other activities specified by the Council that are not inconsistent with the Executive Director's duties specified in this By-law.
- 9.4 Should the Executive Director be in a conflict of interest in dealing with such matters, responsibility for such matters shall fall to the Director of Finance.

10. DIRECTOR OF FINANCE

- 10.1 To assist in the financial operations of the First Nation, the First Nation shall utilize the services of the Director of Finance.
- 10.2 The Council must appoint a person as Director of Finance and may set the terms and conditions of that appointment.
- 10.3 The Director of Finance reports to the Executive Director and provides objective financial functions independent of Program Managers, Operating Entities and Agencies. Without restricting the generality of the foregoing, the Director of Finance shall fulfill the following duties and responsibilities:
 - (a) the day to day management of the First Nation's financial administration system to ensure that the financial practices and procedures of the First Nation, its programs, departments, Agencies and Operating Entities are conducted and administered in accordance with the provisions of this Bylaw along with any other applicable policies, procedures and legislative enactments as adopted by the Council;
 - (b) to oversee the monitoring, management and accounting of all Cowessess First Nation Funds;
 - (c) to attend to the recording of all financial transactions and proceedings involving the First Nation, its programs, departments, Agencies and Operating Entities, including the administration and maintenance of all financial records and charts of accounts;
 - (d) to provide basic monthly listings of revenues and expenditures upon the completion of bank reconciliations to all Program Managers, and to the Finance and Administration Committee and Chief and Council when requested.
 - (e) to ensure that all cheques concerning the payment of expenditures are properly completed in accordance with the provisions of this Bylaw;
 - (f) to assist in the negotiation, management and monitoring of all funding and other related Agreements as may be entered into by the Council on behalf of the First Nation;
 - (g) to establish and maintain a filing system that shall include original copies of all Motions, Resolutions, documents and correspondence, including bank statements and cancelled cheques, relating to financial transactions involving the First Nation, its programs, departments, Agencies and Operating Entities;

- (h) to receive, record and safely maintain all monies relating to Cowessess First Nation Funds and to ensure such Funds are properly administered in accordance with the provisions of this Bylaw;
- (i) to prepare the annual budgets and multi-year financial plans for the First Nation, its programs, departments, Agencies and Operating Entities;
- (j) to monitor and ensure adherence to the consolidated annual operating budget, including compliance with any agreements and funding arrangements along with any amendments made in relation thereto;
- (k) to prepare the financial components of reports to the Council and financial information required by the Council or the Finance and Administration Committee;
- (l) to prepare and provide to Program Managers monthly reports and general ledger statements concerning the financial operations associated with their programs, departments, Agencies and Operating Entities, for which the Program Managers are responsible for providing any required changes to such general ledger statements within 10 working days of their receipt;
- (m) to prepare the financial statements of the First Nation and oversee the preparation of the annual audited financial statements for the First Nation;
- (n) to administer and supervise the preparation and maintenance of financial records and the financial administration reporting systems;
- (o) to actively monitor compliance with the legal obligations of the First Nation and any policies, procedures and directions of the First Nation respecting the financial administration of the First Nation;
- (p) to evaluate the financial administration systems of the First Nation and recommend improvements;
- (q) to develop and recommend procedures for the safeguarding of assets and to ensure approved procedures are followed;
- (r) to develop and recommend to Council procedures for identifying and mitigating financial reporting and fraud risks and to ensure approved procedures are followed;
- (s) to provide recommendations to the Council on matters relating to the administration of the financial affairs of the First Nation, its programs, departments, Agencies and Operating Entities; and

- (t) to perform such other duties and responsibilities as assigned from time to time by the Executive Director.
- 10.4 With the approval of the Executive Director, the Director of Finance may assign or delegate to employees within the First Nation's Finance Department the performance of the duties and responsibilities outlined in section 10.3, provided the Director of Finance shall remain responsible for monitoring and ensuring full completion of the duties set out in section 10.3.

11. ORGANIZATIONAL STRUCTURE

- 11.1 The Council, in conjunction with the Executive Director, must establish and maintain a current organizational chart for the governance, management and administrative systems for the First Nation.
- 11.2 The organization chart under section 11.1 must include the following information:
- a. all governance, management and administrative systems of the First Nation;
 - b. the organization of the systems described in paragraph (a), including the linkages between them;
 - c. the specific roles and responsibilities of each level of the organization of the systems described in paragraph (a); and
 - d. all governance, management and administrative positions at each level of the organization of the systems described in paragraph (a), including
 - i. the membership on the Council, Finance and Administration Committee and all other committees of the Council and the First Nation,
 - ii. the Executive Director, the Director of Finance and other officers of the First Nation, and
 - iii. the principal lines of authority and the responsibility between the Council, the committees referred to in subparagraph (i) and the officers referred to in subparagraph (ii).
- 11.3 On request, the Executive Director must provide a copy of the organization chart under section 11.1 to a councillor, a member of a committee referred to in paragraph 11(2)(d)(i), an officer, employee or contractor or agent of the First Nation and a Member of the First Nation.

- 11.4 In the course of discharging his or her responsibilities under this by-law, the Executive Director must recommend to the Council for approval and implementation human resource policies and procedures that facilitate effective internal financial administration controls.
- 11.5 The Council must take all reasonable steps to ensure that the First Nation hires or retains qualified and competent personnel to carry out the financial administration activities of the First Nation.

12. FISCAL YEAR

- 12.1 Unless otherwise provided for in section 12.2, the fiscal year for the First Nation, its programs, departments, Agencies and Operating Entities shall run from the period of April 1st of each year to March 31st of the succeeding year.
- 12.2 The Council may by Motion or Resolution, as required, establish the fiscal year for specific Operating Entities which may operate on a different fiscal year than that of the First Nation.

13. BUDGET PROCEDURES

- 13.1 The Council must
- (a) approve a strategic plan that sets out the long-term vision for the First Nation and its members, and
 - (b) review the strategic plan on a regular, periodic basis and revise it as necessary.
- 13.2 The Council must take the strategic plan into account when making financial decisions which will impact members of the First Nation or the First Nation's financial assets.

Multi-year Financial Plan Process

- 13.3 The multi-year financial plan referred to in this section is to be used by the First Nation for the purpose of informing its financial decision-making in a manner that is consistent with and supports the vision of the strategic plan.
- 13.4 The multi-year financial plan must comply with the following:
- (a) have a planning period of five (5) years comprised of the current fiscal year and the four (4) succeeding fiscal years;
 - (b) be based on the projections of revenues, expenditures and transfers between accounts;

- (c) set out projected revenues, segregated by significant category;
 - (d) set out projected expenditures, segregated by significant category; and
 - (e) indicate whether in any of the five (5) years of the plan a deficit or surplus is expected from the projection of revenues and expenditures for that year.
- 13.5 On or before January 31 of each year, the director of finance must prepare and submit to the Finance and Administration Committee for review a draft multi-year financial plan for the next fiscal year.
- 13.6 On or before February 15 of each year, the Finance and Administration Committee must review the draft multi-year financial plan prepared by the director of finance and recommend a multi-year financial plan to the Council for approval.
- 13.7 No later than March 31 of each year, the Council must approve a multi-year financial plan for the next fiscal year.

Annual budget

- 13.8 To establish a clear outline of the financial planning requirements for the First Nation, its programs, departments, Agencies and Operating Entities, the Council shall, on or before the beginning of each fiscal year, establish an annual budget for the First Nation, its programs, departments, Agencies and Operating Entities.
- 13.9 The internal budgeting process shall be comprised of the following procedures:
- (a) Call for estimates - On or before December 1st of each year, the Director of Finance shall send to the Program Managers a notice to prepare budget estimates for the ensuing fiscal year;
 - (b) Program budget plans – By January 31st of each year, Program Managers in consultation with their boards, committees and staff, where applicable, along with the Director of Finance shall prepare and submit to the Council a draft annual budget and work plan for the next fiscal year for their program, department or Operating Entity. The budget and work plan shall contain a detailed breakdown of:
 - (i) the estimated revenues and expenditures, to be received and incurred by the program, department or Operating Entity for the ensuing fiscal year;
 - (ii) the proposed work plan for the program, department or Operating Entity for the ensuing fiscal year including goals and objectives; and

- (iii) where applicable, information concerning the operation and delivery requirements of the program, department or Operating Entity;

Review by Council - In consultation with the Program Managers and the Director of Finance, the Council shall, on or before February 28th of each year, review with the Program Managers and Director of Finance the draft budgets and work plans thereafter making any changes or revisions as may be necessary; and

- (c) Development of consolidated annual operating budget - On or before March 15th of each year, the Director of Finance in cooperation with the Program Managers shall prepare a draft consolidated annual operating budget for the First Nation, its programs, departments, Agencies and Operating Entities. The draft consolidated annual operating budget shall include a breakdown of all anticipated revenues and expenditures to be incurred by the First Nation, its programs, departments, Agencies and Operating Entities for the ensuing fiscal year.
 - (d) On or before January 31 of each year, the director of finance must prepare and submit to the Finance and Administration Committee for review a draft annual budget for the next fiscal year.
 - (e) On or before February 15 of each year, the Finance and Administration Committee must review the draft annual budget prepared by the director of finance and recommend an annual budget to the Council for approval.
 - (f) The draft consolidated annual budget shall be submitted to the Council for review and approval on or before March 31st of each fiscal year. This consolidated annual budget shall be inclusive of non-government grant, or local revenues, including, but not limited to land leases, First Nations Trust, capital and revenue trusts, distributions from Cowessess owned businesses, fundraising and any other form of non-grant funding.
- 13.10 The budget shall be segmented by department, and further by individual program budgets. Individual program budgets shall be a requirement where funding regulations require that each program be accounted for separately. Further segmented program budgets where the funding agent does not require separate accounting of the funds shall be made by the direction of the Director of Finance in consultation with the Program Manager. Each consolidated budget shall include:
- (a) a full listing of each anticipated revenues, segregated by significant category, with estimates of the amount of revenue for each category;
 - (b) anticipated expenditures, segregated by significant category, with estimates of the amount of expenditure for each category;

- (c) any anticipated annual and accumulated surplus or annual and accumulated deficit and the application of year-end surplus;
- (d) a full list of anticipated capital expenditures for each program. For purposes of the consolidated budget, all capital expenditures shall be considered as a full expense in the year of purchase, except where financing is obtained for the capital expenditure, in which case the principle and interest payments shall be considered;
- (e) while amortization shall be included in the budget, it shall not be considered an expense for the budget, with the exceptions of for profit businesses and programs requiring amortization to be counted as an eligible expense (example: CMHC);
- (f) each department shall consolidate their individual program budgets for purposes of the consolidated budget;
- (g) a consolidated budget for the First Nation as a whole shall be presented;
- (h) all program budgets are required to balance, inclusive of any revenue transfers to or from the program from other programs. Any budget that does not balance must be reported to the membership with an explanation as to why the budget cannot balance.

13.11 If a draft annual budget contains a proposed deficit, the Council must ensure that

- (a) the multi-year financial plan of the First Nation demonstrates how and when this deficit will be addressed and how it will be serviced; and
- (b) the deficit does not have a negative impact on the credit worthiness of the First Nation.

13.12 Upon approval, the consolidated annual operating budget shall become the official annual operating budget of the First Nation for the ensuing fiscal year. Any changes or adjustments to the overall consolidated annual operating budget following its adoption by the Council shall require subsequent amendment through Motion or Resolution of the Council and supported by written reports from the Director of Finance and Program Managers, where applicable.

13.13 Subject to any emergency expenditure (an emergency purpose which were not anticipated in the budget but which are not expressly prohibited by or under this By-law or another First Nation law), unless there is a substantial and unforeseen change in the forecasted revenues or expenses of the First Nation or in the expenditure priorities of the Council, the Council must not approve a change to the annual budget of the First Nation.

13.14 The Council must establish policies and procedures respecting the means by which members of the First Nation must be informed about or involved in consideration of the following:

- (a) the strategic plan;
- (b) the multi-year financial plan;
- (c) the proposed annual budget, including any budget deficits; and
- (d) extraordinary expenditures.

13.15 The First Nation shall also prepare on an annual basis a 5-year financial plan, which lays out both standard operating expenditures as well as any significant one time expenditures. Such significant one time expenditures may include:

- (a) Major capital equipment replacement requirements.
- (b) Major capital replacement which requires government funding to occur.
- (c) Anticipated contributions to and distributions from First Nation owned entities.
- (d) Adjustments to day to day funding that may be required due to anticipated future changes (i.e. population increases, effects of other major projects on day to day spending)
- (e) Plans to handle cash flow, including restricted cash, debt financing and servicing required, for significant one-time expenditures.
- (f) To project the surplus or deficit of the Nation for the next five years, as well as plans to deal with any future deficits.

This plan shall also require the approval of Chief and Council and shall be approved by March 31 each year for the next 5 years.

13.16 In terms of Capital Projects, the Council shall in the month of May of each year review its Capital Project requirements for the following fiscal year and submit its proposals and letters of intent to ISC by June 30th of that year. Further, the Council shall maintain annually an updated five (5) year Capital Project Plan for the First Nation and its Operating Entities. Should ISC amalgamate the First Nation Based Capital into general funding as proposed in future organizational plans, this requirement shall not apply to First Nation Based Capital funds if it is general funding.

13.17 To enable the Council to maintain programs and services which are consistent with the financial resources at its disposal, the Council shall use its best efforts to maintain a balanced budget throughout the term of each fiscal year. The Council shall monitor expenditures periodically to ensure that budgets are followed and remedial action taken, where necessary.

13.18 In the event that new programs are introduced or existing program plans are modified and such changes result in a substantive change in the consolidated annual

operating budget, such changes shall be required to be approved by the Council through Motion or Resolution.

- 13.19 Any training or other related programs or initiatives which are offered to the First Nation or its employees and which result in a substantive cost to the First Nation shall be reviewed and approved by the Council prior to such program or initiative being undertaken at the First Nation.
- 13.20 The Council may, by Motion or Resolution, as required, amend the budget preparation dates and timelines outlined herein for specific Operating Entities which may operate on a different fiscal year than that of the First Nation.
- 13.21 At the first membership meeting following the approval of the budget for the fiscal year, the Council shall include in the meeting a full disclosure and description of the budget to the membership, including any challenges they may have with meeting budget projections, as well as provide copies of the condensed budget to those members present.

14. BANKING

- 14.1 The Council shall, by Motion or Resolution, establish bank accounts in the name of the First Nation or its Operating Entities at such Financial Institution or Institutions as selected by the Council.
- 14.2 Upon receipt, all monies received (whether in the form of cash, cheque, bank draft, direct deposit or other negotiable instrument) in respect of Cowessess First Nation Funds shall be deposited into the appropriate designated accounts of the First Nation or its Operating Entities. A record of deposit shall be completed and maintained by the Director of Finance or their designate for each deposit made to the accounts of the First Nation or its Operating Entities.
- 14.3 Receipts shall be issued for all cash and other related payments received by the First Nation or its Operating Entities. Copies of all receipts issued shall be provided to the Director of Finance immediately upon their issuance and shall be maintained within the financial records of the First Nation.
- 14.4 All funds received in respect of program funding shall be deposited in a single general account provided, however, that the Council may by Resolution authorize the opening of additional accounts for the provision of specific programs and services or for any other purposes as approved by the Council.
- 14.5 The Director of Finance or their designate shall maintain records of all banking transactions and shall report regularly to the Council on the operation and maintenance of all financial accounts.

14.6 Any surplus funds maintained within accounts of the First Nation or its Operating Entities may, upon Motion or Resolution of the Council, be invested in interest bearing savings accounts, guaranteed investment certificates, term deposits or other similar guaranteed investments as provided for in section 23.6.

15. EXPENDITURES

15.1 Except as provided for in section 15.2, all expenditures made by the First Nation, its programs, departments, Agencies and Operating Entities shall be undertaken in accordance with the consolidated annual operating budget of the First Nation.

15.2 Expenditures from Cowessess First Nation Funds may be made as an appropriation by the Council from outside the consolidated annual operating budget provided the following conditions have been met:

(a) the expenditure is a reasonable exception to address unforeseen events required for the operation and management of the First Nation, its programs, departments, Agencies or Operating Entities; and

(b) the Council has, by Motion or Resolution, authorized both approval of the expenditure and has also identified a proposed plan or course of action for the obtaining by the First Nation of funds required to cover the expenditure.

15.3 Unless otherwise approved by Motion or Resolution of the Council, the approval limits on any given expenditure or contract for Program Managers shall be limited to \$25,000.00, provided the expenditure falls within the Program Manager's approved budget. Any given expenditure or contract over \$25,000.00 shall require approval of the Director of Finance, provided the expenditure falls within the Program Manager's approved budget. If the proposed expenditure is outside of the Program Manager's approved budget, the expenditure shall require approval by the Council as an appropriation as per section 15.2, prior to the expenditure being incurred.

15.4 Program Managers shall be required to report in writing to the Council on the administration of their program, department or Operating Entity, as and when requested by the Council.

15.5 All expenditures shall be paid by way of cheque, electronic funds transfer, purchase order or through credit card purchase and shall be authorized and executed by the designated signing authorities on behalf of the First Nation. Further, all expenditures shall be verified through submission of invoices and/or other supporting documentation prior to such expenditures being made.

15.6 All expenditures approved for payment shall be recorded in the financial records of the First Nation.

- 15.7 The Council may, by Motion or Resolution, designate individuals from within the First Nation's administration who may execute purchase orders or who may utilize credit card purchases for expenditures incurred in relation to programs, departments, Agencies or Operating Entities of the First Nation and the limitations associated with such purchase orders and credit card usage.
- 15.8 Purchase orders and credit card purchases may only be utilized for the purposes of:
- (a) pre-booking or paying for hotels and/or meeting rooms associated with approved travel, provided such expenditures shall be limited solely to the cost of the applicable hotel and/or meeting room and shall not include any other incidental or other related expenses;
 - (b) the purchasing of materials or equipment relating to any particular program, department, Agency or Operating Entity of the First Nation, provided such expenditure falls within the consolidated annual operating budget of the First Nation or is approved by Motion or Resolution of the Council; and
 - (c) Where payment by cheque or EFT would in the opinion of the Director of Finance be difficult or costly, as compared to payment by credit card.
- 15.9 All expenditures made through purchase orders or credit card purchases together with the supporting invoices or other documents in relation thereto shall be provided to the Director of Finance immediately upon such expenditures being incurred. Further, copies of all credit card statements shall be provided to the Director of Finance immediately upon their receipt.
- 15.10 Any reward based programs associated with expenditures made on behalf of the First Nation, its programs, departments, Agencies and Operating Entities utilizing Cowessess First Nation Funds shall be credited to the First Nation for use in its operations.
- 15.11 All expenditures made through credit card purchases shall be reported to the Council in the written reports provided to the Council by the Director of Finance.
- 15.12 In the event a dispute arises as to whether a particular invoice or expenditure submitted constitutes a valid expenditure, such matter may be referred to the Council for further discussion and consideration.
16. CHEQUING PROCEDURES
- 16.1 All payments made out of Cowessess First Nation Funds shall be processed through pre-numbered cheques or EFT. All cheques must be accounted for in the month-end and year-end financial statements. Unissued cheques shall be safely secured at the First Nation's administration office.

- 16.2 The Council shall, by Resolution, designate cheque signing authorities on all financial accounts of the First Nation and its Operating Entities. At a minimum, the Council shall designate from amongst the Council four (4) individuals to act as signing authorities on the general account of the First Nation. All Resolutions made pursuant to this section shall be deposited at the appropriate Financial Institution and shall continue in full force and effect until repealed or amended by subsequent Resolution of the Council. In the case of EFT payments, the Council shall appoint up to four (4) individuals with online access authority to authorize such payments.
- 16.3 Where applicable, a cheque requisition form and original invoice or purchase order, signed by the appropriate signing authority certifying the payment of expenditures shall accompany the issuance of all cheques. Further, no cheque drawn on any account of the First Nation or its Operating Entities shall:
- (a) be released from the First Nation administration office unless properly signed by the signing authorities on the account;
 - (b) be post-dated except for staff payroll, social assistance or education living allowances cheques which are payable during Christmas holidays, office closures or which have been previously authorized by Motion or Resolution of the Council; or
 - (c) be pre-signed before the payee amount and date are entered on the cheque.
- 16.4 Any cheque involving a payment of less than \$1,500.00 may be signed utilizing a pre-authorized signature stamp. Any cheque involving a payment of \$1,500.00 or more shall require the original signatures of the duly authorized signing authorities on the account prior to issuance of the cheque. EFT payments in excess of \$1,500.00 shall require the signoff of two duly authorized cheque signers prior to the individuals with electronic access submitting the payment. All EFT payments shall require two electronic authorizations.
- 16.5 In order to avoid the potential for conflict of interest arising with respect to the processing and issuance of cheques through the Finance Department, under no circumstances may a cheque be processed through the Finance Department in situations where the individual executing the cheque requisition form or purchase order or the payee, and the individual processing the cheque, are members of the same Immediate Family. In such situations, either of the following procedures shall be implemented:
- (a) the cheque requisition form or purchase order shall be executed by an alternate signing authority who is not an Immediate Family member of the person responsible for processing the cheque within the Finance Department; or

- (b) the cheque shall be processed by the Director of Finance or an alternate individual within the Finance Department who is not related to either the person requisitioning the payment or the payee.
- 16.6 Cancelled or spoiled cheques shall be marked "VOID" and retained on file for auditing purposes.
- 16.7 Any cheque not cashed within six (6) months of the date of its issuance or which has been lost or stolen by or from the payee shall be cancelled and, where applicable, a stop payment registered with the First Nation's Financial Institution by the Director of Finance or their designate.
- 16.8 Upon receiving notification of a return of an NSF cheque, the Director of Finance or their designate shall reverse the transaction on the accounting system.
- 16.9 All bank records, cancelled cheques and financial records of the First Nation shall be maintained by the Director of Finance and kept on file in a secure and locked facility within the First Nation administration office or a secured storage unit, for a period of 8 years.
- 16.10 All records for all departments must be maintained for a minimum of seven years, after which at the discretion of the Program Manager, may be destroyed.
- 17. INVOICING
- 17.1 No payment shall be made for the performance of any work or the supply of any goods or services to the First Nation, its programs, departments, Agencies or Operating Entities unless the charges in respect of such work, goods or services have been authorized:
 - (a) pursuant to a Motion or a Resolution of the Council;
 - (b) by a person delegated to authorize such payment and approved in accordance with the provisions of this Bylaw; or
 - (c) pursuant to a contractual agreement entered into between the First Nation and the person providing such work, goods or services which establishes the amount or a method of calculating the amount to be charged for such work, goods or services.
- 17.2 No payment shall be made for the supply of goods or services to the First Nation, its programs, departments, Agencies or Operating Entities unless accompanied by an invoice from the supplier which outlines in detail the goods or services supplied and the fees or charges in relation thereto.
- 18. TENDERING PROCESS

- 18.1 Unless otherwise directed by Motion or Resolution of the Council, the tendering process outlined herein shall be utilized for all Capital Projects or capital purchases involving the acquisition of materials and equipment required for the operations of the First Nation, its programs, departments, Agencies or Operating Entities.
- 18.2 Capital purchases involving the acquisition of materials and equipment up to \$25,000.00, or such greater amounts as approved by Motion or Resolution of the Council, may be made by a Program Manager without going to tender, provided the proposed capital purchase is included within the approved consolidated annual operating budget. In such instances, bids shall, where applicable, be obtained from at least two or more suppliers prior to the capital purchase taking place.
- 18.3 Capital purchases, within the approved consolidated annual operating budget, involving the acquisition of materials and equipment over \$25,000.00 shall, unless otherwise directed by Motion or Resolution of the Council, must be made by way of invitation to tender.
- 18.4 The bidding for the provision of goods and/or services relating to Capital Projects shall be undertaken by way of invitation to tender or public tender.
- 18.5 The tender documents shall, where applicable, include the following information:
 - (a) the time and date for closing of the tender;
 - (b) sufficient details from which comparable bids can be made;
 - (c) the time, date and place tenders are to be opened;
 - (d) if a security deposit is required, the amount of such deposit and the terms under which deposits will be handled at the conclusion of the bidding process;
 - (e) a notation in the tender document that the lowest or any tenders submitted may not necessarily be accepted; and
 - (f) such other information as may be required with respect to the tendering process.
- 18.6 All tenders are to be returned in a sealed envelope marked privileged and confidential and addressed to the appropriate authorized officials at the First Nation or other persons responsible for the tendering process, and the time and date of receipt of each tender shall be recorded on file.
- 18.7 Upon receipt, all sealed tenders shall be safely secured at the First Nation administration office or at the location of the persons responsible for the tendering process until the time for opening of the tenders.

- 18.8 All tenders received shall be opened in public in the presence of the appropriate authorized officials at the First Nation or other persons responsible for the tendering process.
- 18.9 The name of each party submitting a tender and the amount of their bid shall be recorded on file.
- 18.10 A report containing a list of all persons submitting valid tenders and their bids shall be forwarded to the Council for their review and consideration. The lowest tender received shall normally be accepted unless the Council deems it in the best interest of the First Nation to do otherwise. Where the lowest tender is not accepted the reasons shall be recorded in the Council minutes at which the tenders are reviewed.
- 18.11 Upon acceptance of the tender by the Council, the same shall be confirmed in writing with the successful bidder and, where applicable, any further agreements negotiated and executed between the parties.
- 18.12 As part of the tendering process, the Council may impose a holdback on the contract price and shall not release the holdback to the contractor until all work is certified as complete and satisfactory to the Council. Further, the Council may, by Motion or Resolution, appoint any person or persons to act on behalf of the First Nation to inspect and certify any work, goods supplied or services rendered by the contractor.
- 18.13 Where the context so requires, the Council may, by Motion or Resolution, amend, alter or vary the procedures having application to the tendering process for individual projects.

19. CONTRACTS

- 19.1 Subject to compliance with provisions outlined in this Section, contracts relating to the provision of goods and/or services to the First Nation, its programs, departments, Agencies and Operating Entities may be approved in accordance with the provisions outlined in section 15.3.
- 19.2 Contracts relating to the provision of consulting, administrative or other professional services to the First Nation, its programs, departments, Agencies or Operating Entities shall be required to be approved by the Executive Director.
- 19.3 Contracts relating to the provision of goods and/or services or consulting, administrative or other professional services shall be made in writing in the name of the First Nation and shall, without restricting the generality of the foregoing, include within them the following information, where applicable:
- (a) name of the contractor;
 - (b) compensation associated with the contract;

- (c) payment schedule associated with the compensation;
 - (d) outline of the goods and/or services to be delivered to the First Nation, its programs, departments, Agencies or Operating Entities and the timeframe for completion of the deliverables; and
 - (e) such other terms as may be prescribed by the Council on behalf of the First Nation.
- 19.4 No advances will be allowed on contracts unless approved by a Motion or Resolution of the Council. Further, the Council may review with legal counsel the terms of any proposed contract prior to such contract being considered for execution by the First Nation.
- 19.5 Prior to Council approval, the Department Manager shall provide a minimum of three quotes for any proposed contract in excess of \$25,000. Should obtaining three quotes for a good or service not be possible, the Department Manager shall provide in writing to Council an explanation as to why three quotes is unobtainable.
- 19.6 Save and except as otherwise provided for herein, only the Council shall have the authority to enter into contracts for and on behalf of the First Nation. Under no circumstances shall an employee, individual or Member of the First Nation have the authority to bind the First Nation to any contractual arrangements without prior approval having first been obtained in accordance with the provisions outlined in this Bylaw.
- 19.7 All contractors shall conduct themselves within the terms of the contract and shall in no way disparage the Nation while or after conducting their duties. Should the contractor fail to carry out the duties of the contract or disparage the Nation, the Executive Director, after consultation with the Council and the Director of Finance shall seek any legal remedy available to the nation to address the situation as they see fit.
20. FUNDING AGREEMENTS
- 20.1 Any funding or other related Agreements associated with the operations of the First Nation, its programs, departments, Agencies or Operating Entities shall be forwarded to the Council for approval prior to their execution.
- 20.2 Any flow through funding agreements must be approved by the Council prior to their implementation.
21. INVENTORIES AND SALE OF FIRST NATION ASSETS
- 21.1 The Director of Finance in conjunction with each Program Manager shall ensure that an updated inventory of all furniture, capital assets, equipment and non-expendable supplies are maintained for each program, department and Operating Entity. The

updated inventory listing shall be reviewed by the Director of Finance each year in conjunction with the preparation of the audited financial statements for the First Nation. Asset inventories shall be valued by a method agreed to between the Director of Finance and the Auditors.

- 21.2 Inventory inspections shall be undertaken annually prior to the end of each fiscal year by each Program Manager, the results of which shall be provided to the Director of Finance.
- 21.3 Property or assets of the First Nation having a value of \$1,000.00 or greater and which are no longer required for use in the operations of the First Nation, its programs, departments, Agencies or Operating Entities may not be disposed of without the prior approval of the Council as evidenced through Motion or Resolution of the Council. Such property and assets made available for sale shall be disposed by way of public tender or in such other manner as may be approved by Motion or Resolution of the Council. Property or assets having a value of less than \$1,000.00 may be disposed of by Program Managers by way of sale notice at fair market value price.

22. INSURANCE

- 22.1 The First Nation shall maintain on an annual basis insurance with respect to the following:
- (a) property and third party liability insurance with respect to all property, buildings and capital assets of the First Nation, its programs, departments, Agencies and Operating Entities with such property, buildings and capital assets to be insured to their full replacement cost (with the exception where ISC or other funding agency has self insured the property);
 - (b) where applicable, errors and omissions insurance and directors and officers liability insurance having application to the operations of the First Nation, its programs, departments, Agencies and Operating Entities including coverage for the Council, its staff and any appointed boards or committees of the First Nation; and
 - (c) automobile insurance, including third party liability coverage, having application to all First Nation owned vehicles.
- 22.2 Copies of all insurance policies purchased, together with any amendments made in relation thereto shall be maintained on file by the Director of Finance at the First Nation administration office.

23. BORROWING PROCEDURES

- 23.1 Subject to the provisions of section 23.4 respecting salary advances to employees, the Council shall be prohibited from:
- (a) providing loans to Members of the First Nation or employees; or
 - (b) co-signing, guaranteeing or providing any form of security for any loan made or proposed to be made to a Member of the First Nation or employee.
- 23.2 For the purpose of conducting its operations, the Council may on behalf of the First Nation, its programs, departments, Agencies or Operating Entities, authorize by Resolution the borrowing of funds from a Financial Institution on such terms and conditions as may be approved by the Council.
- 23.3 Prior to the incurring of any debt obligation pursuant to the provisions of section 23.2, the Council shall adopt a repayment plan for the debt which shall, without restricting the generality of the foregoing, include the following information:
- (a) the purpose of the loan;
 - (b) the security, if any, to be provided in relation to the loan;
 - (c) the costs associated with the obtaining of the loan (ie: cost of borrowing); and
 - (d) a repayment schedule for the loan.
- 23.4 Salary advances may be provided to employees in accordance with the Cowessess First Nation Personnel Manual as amended from time to time.
- 23.5 A security granted by the First Nation must be signed by a person designated by the Council by a resolution.
- 23.6 The Council must establish policies and procedures respecting the First Nation lending First Nation's financial assets including actions to ensure effective management and collection of these loans.
- 23.7 The Council may approve the lending of First Nation's financial assets in accordance with the policies and procedures of the First Nation.

Risk Management

Management of Business Activity

- 23.6 If the First Nation intends to carry out for-profit activities, the Council must establish policies and procedures, which includes the requirements of section 6.2(g), respecting the limitation or management of the risks associated with the First Nation carrying on those activities.

23.7 The Council may approve the First Nation carrying on for-profit activities in accordance with the policies and procedures established by the Council.

Guarantees and Indemnities

23.8 The First Nation must not give a guarantee unless the Council has considered the report of the Director of Finance under section 23.9.

23.9 Before the Council authorizes a guarantee under section 23.8, the Director of Finance must prepare a report for Council identifying any risks associated with giving the guarantee and assessing the ability of the First Nation to honour the guarantee should it be required to do so.

23.10 The First Nation must not give an indemnity unless it is

(a) authorized by the Council,

(b) necessary and incidental to and included in another agreement to which the First Nation is a party, or

(c) in relation to a security granted by the First Nation that is authorized under this By-law or another First Nation law.

23.11 Subject to a resolution described in section 23.10, the Council must make policies and procedures respecting guarantees and indemnities as follows:

(a) specifying circumstances under which an indemnity may be given without Council approval;

(b) designating the persons who may give an indemnity on behalf of the First Nation and specifying the maximum amount of any indemnity which may be given by them;

(c) specifying any terms or conditions under which a guarantee or indemnity may be given; and

(d) specifying the records to be maintained of all guarantees and indemnities given by the First Nation.

Investments

23.12 The First Nation may invest the First Nation's financial assets under the conditions set out in this By-law or in another First Nation law.

23.13 If the First Nation intends to invest the First Nation's financial assets, the Council must first approve an investment management strategy.

- 23.14 The Council must establish policies and procedures respecting the development, approval and periodic review of an investment management strategy for the First Nation's financial assets.
- 23.15 If the First Nation is authorized to invest the First Nation's financial assets, the Council may authorize the director of finance to invest the First Nation's financial assets
- a. as specifically approved by the Council, or
 - b. in accordance with the investment management strategy approved by the Council under section 23.13.
- 23.16 Despite any other provision in this By-law, the First Nation may only invest government transfer funds in investments specified in paragraph 82(3)(a), (b), (c) or (d) of the *First Nations Fiscal Management Act* and in investments in securities issued by the First Nations Finance Authority or a municipal finance authority established by a province.
- 23.17 The Council must establish policies and procedures identifying the financial institutions or types of financial institutions in which the First Nation may invest its funds.

Risk of Fraud

- 23.18 The Council must establish policy and procedures for the identification and assessment of the risk of fraud in the First Nation.

Operational Controls

- 23.19 The Council must establish policies and procedures respecting the establishment and implementation of an effective system of internal controls that ensures the orderly and efficient conduct of the First Nation's operations.

24. COUNCIL COMPENSATION

- 24.1 The Chief together with each Councillor shall be paid an annual honorarium that shall be established by the Council upon commencement of their term of office in accordance with the provisions of section 24.2. The compensation to be paid to the Chief and each Councillor shall be determined in reference to the resources available to the First Nation and the duties to be performed by the Council.
- 24.2 Upon commencement of their term of office, the Council shall by Motion or Resolution set the amount of compensation to be paid to the Chief and each Councillor during their term. In times of financial constraint, the Council may by Motion or Resolution alter or amend the compensation to be paid to the Council as provided for herein.

25. COMPENSATION FOR BOARDS AND COMMITTEES

- 25.1 Employees shall not be entitled to receive any compensation for attending meetings of boards or committees for which they are required to attend during regular office hours, but shall be eligible to receive either time in lieu or payment of any applicable per diem or honorarium for meetings to which they are required to attend outside regular office hours.
- 25.2 From time to time, per diems or honorariums may be paid to Members of the First Nation including elders when representing the First Nation at official functions or while sitting on boards or committees of Agencies of the First Nation. All per diems or honorariums paid to Members of the First Nation shall be established by Motion or Resolution of the Council. Only per diems or honorariums authorized by the Council shall be paid.
- 25.3 In times of financial constraint, the Council may by Motion or Resolution alter or amend the per diems or honorariums to be paid as provided for herein.

26. ACCOUNTING SYSTEMS

- 26.1 All accounting practices of the First Nation must comply with GAAP.
- 26.2 The Council in conjunction with the Director of Finance shall be responsible for ensuring that an adequate computerized accounting system is maintained to facilitate the recording of all financial transactions affecting the First Nation and its Operating Entities. Without restricting the generality of the foregoing, the accounting system shall include:
- (a) a daily journal for receipts and disbursements;
 - (b) accounts receivable journal;
 - (c) accounts payable journal;
 - (d) payroll records;
 - (e) general ledger; and
 - (f) such other records as may be required by the Council.

Monthly Financial Information

- 26.3 The Director of Finance shall prepare and maintain on a monthly basis the following records:

- (a) a bank reconciliation summary report to be prepared upon receipt of bank statements and cancelled cheques;
 - (b) monthly statements of receipts and disbursements for each program, department and Operating Entity which are to be prepared from the information contained in the general ledger and other accounts following the completion of postings each month;
 - (c) a monthly listing of accounts receivable and accounts payable for each program, department or Operating Entity to be prepared and balanced against the general ledger and control accounts, where applicable;
 - (d) a cheque log;
 - (e) an updated monthly budget report showing budgeted expenditures as compared to actuals for each program;
 - (f) and Operating Entity; and
 - (g) such other reports as may be required by the Council.
- 26.4 The Director of Finance must provide the financial information in section 26.3 to the Executive Director within a reasonable period of time following the end of the month for which the information was prepared.

Quarterly Financial Statements

- 26.5 The Director of Finance shall provide to Council and Finance and Administration Committee at the end of each quarter a full consolidated financial statement, including a balance sheet and income statement, as well as an income statement for each program. The report shall further report on any abnormalities in the financials of any program. Department Directors shall be responsible for providing the Finance and Administration Committee and Council with a plan to address any significant deficits in any program, as well as any significant surpluses where funding may be returned to the funding agent if it is not spent in a specific timeframe.
- 26.6 The Director of Finance must provide the quarterly financial statements in section 26.5 to the Finance and Administration Committee and the Council not more than forty-five (45) days after the end of the quarter of the fiscal year for which they were prepared.
- 26.7 The quarterly financial statements in section 26.5 must be
- (a) reviewed by the Finance and Administration Committee and recommended to Council for approval, and

- (b) reviewed and approved by the Council.

Annual Financial Statements

- 26.8 At the end of each fiscal year the director of finance must prepare the annual financial statements of the First Nation for that fiscal year in accordance with GAAP.
- 26.9 The annual financial statements must be prepared in a form approved by the Council on the recommendation of the Finance and Administration Committee.
- 26.10 The annual financial statements must include all the financial information of the First Nation for the fiscal year.
- 26.11 The director of finance must provide draft annual financial statements to the Finance and Administration Committee for review within a reasonable period of time following the end of the fiscal year for which they were prepared.
- 26.12 The Finance and Administration Committee must present draft annual financial statements to the Council for review within a reasonable period of time following the end of the fiscal year for which they were prepared.
- 26.13 For purposes of this section, a reasonable period of time means a period of time which will allow the annual financial statements to be audited within 120 days after the fiscal-year end.
- 26.14 The Director of Finance shall provide annual financial statements to the Auditor by May 31 of each year for the auditor to complete their work. Should the Auditor identify any errors, the Director of Finance and the Auditor shall discuss whether the adjustment shall be made. If the two parties cannot come to an agreement, the matter shall be referred to the Finance and Administration Committee for final consideration.

Special Purpose Reports

- 26.15 The director of finance must prepare the following special purpose reports:
- (a) a report setting out all payments made to honour guarantees and indemnities for that fiscal year;
 - (b) a report listing the remuneration paid and expenses reimbursed by the First Nation, and by any entity, to each councillor whether such amounts are paid to the councillor while acting in that capacity or in any other capacity;
 - (c) a report setting out all debts or obligations forgiven by the First Nation; and

- (d) any other report required under the Act or an agreement with the First Nation.

26.16 The director of finance may prepare special purpose reports on a basis of accounting other than GAAP if necessary to comply with any reporting obligations the First Nation has under an agreement.

26.17 All financial records and supporting documents shall be kept in a secure facility at the First Nation administration office or a secured storage facility for a period of not less than seven (7) years and shall not be destroyed following such time without the express written consent of the Council.

26.18 All financial records maintained on the computerized accounting system shall be backed up regularly with the backup records stored off premises for safety and security purposes.

27. AUDIT

27.1 The Council shall, by Motion or Resolution, on or before February 15th of each fiscal year engage an Auditor to prepare the audited financial statements for the First Nation including its Operating Entities.

27.2 The First Nation must appoint an auditor for each fiscal year to hold office until the later of

- (a) the end of the Council meeting when the audited annual financial statements for that fiscal year are being considered, or
- (b) the date the auditor's successor is appointed.

27.3 The terms and conditions of the appointment of the auditor must be set out in an engagement letter approved by the Finance and Administration Committee and must include the content required by the Canadian generally accepted auditing standards.

27.4 To be eligible for appointment as the auditor of the First Nation, an auditor must

- (a) be independent of the First Nation, its related bodies, councillors and officers and members, and
- (b) be a public accounting firm or public accountant
 - (i) in good standing with the Chartered Professional Accountants of Canada its respective counterpart in the province or territory in which the public accounting firm or public accountant is practicing, and

- (ii) licensed or otherwise authorized to practice public accounting in the province or territory in which the majority of the reserve lands of the First Nation are located.
- 27.5 If the auditor ceases to be independent, the auditor must as soon as practicable after becoming aware of the circumstances
 - (a) advise the First Nation in writing of the circumstances, and
 - (b) eliminate the circumstances that resulted in loss of independence or resign as the auditor.
- 27.6 Where possible, the audited financial statements for the First Nation shall be completed by the Auditor on or before July 31st of each year.
- 27.7 To conduct an audit of the annual financial statements of the First Nation, the auditor must be given access to
 - (a) all records of the First Nation for examination or inspection and given copies of these records on request, and
 - (b) any councillor, officer, employee, contractor or agent of the First Nation to ask any questions or request any information.
- 27.8 On request of the auditor, every person referred to in 27.7(b) must
 - (a) make available all records referred to in 27.7 (a) that are in that person's care or control, and
 - (b) provide the auditor with full information and explanation about the affairs of the First Nation as necessary for the performance of the auditor's duties.
- 27.9 The auditor must be given notice of
 - (a) every meeting of the Finance and Administration Committee, and
 - (b) the Council meeting where the annual audit, including the annual financial statements, will be considered and approved.
- 27.10 Subject to section 27.12, the auditor may attend any meeting for which he or she must be given notice under this section or to which the auditor has been invited and must be given the opportunity to be heard at those meetings on issues that concern the auditor as auditor of the First Nation.
- 27.11 The auditor may communicate with the Finance and Administration Committee, as the auditor considers appropriate, to discuss any subject that the auditor recommends be considered by the Committee.

- 27.12 The auditor may be excluded from all or any part of a meeting of the Finance and Administration Committee or the Council by a recorded vote if the subject matter relates to the retaining or dismissal of the auditor.
- 27.13 The auditor must provide an audit report on the annual financial statements not more than one hundred and twenty (120) days after the fiscal year-end.
- 27.14 The auditor must conduct the audit of the annual financial statements in accordance with Canadian generally accepted auditing standards.
- 27.15 The auditor must provide an audit report or a review engagement report on the special purpose reports referred to in section 26.16.
- 27.16 The audited annual financial statements must be provided to the Finance and Administration Committee for its review and consideration within a reasonable period of time after the fiscal year-end for which the statements were prepared.
- 27.17 The Auditor shall report directly to the Council and shall upon completion of the audited financial statements present the same in draft form to the Council for their review and consideration.
- 27.18 The Council must review and approve the audited annual financial statements not more than one hundred and twenty (120) days after the fiscal year-end for which the statements were prepared.
- 27.19 Before the annual financial statements may be published or distributed, they must
- (a) be approved by the Council,
 - (b) be signed by the
 - (i) Chief of the First Nation or the Council chair,
 - (ii) chair of the Finance and Administration Committee, and
 - (iii) director of finance, and
 - (c) include the auditor's audit report of the annual financial statements.
- 27.20 Upon adoption of the audited financial statements and any special purpose reports, copies of the same shall be permanently kept at the First Nation administration office and shall be open for inspection during normal business hours to any Member of the First Nation.

28. REPORTING OF FINANCIAL DECISIONS

- 28.1 Subject to the provisions outlined in this Bylaw, all decisions involving the allocation and/or expenditure of Cowessess First Nation Funds shall be recorded in the appropriate minutes of the Council, Agency or Operating Entity to which such decisions are made. All financial transactions shall be required to be properly evidenced through Motion or Resolution and provided to the Director of Finance for record keeping purposes.
- 28.2 Original copies of all Council, Agency and Operating Entity minutes shall, upon their review and adoption, be maintained on file at the First Nation administration office.

29. ANNUAL REPORT

- 29.1 No later than one hundred and eighty (180) days after the end of each fiscal year, the Council must publish an annual report on the operations and financial performance of the First Nation for the previous fiscal year.
- 29.2 The annual report referred to in section 29.1 must include a
- (a) description of the services and operations of the First Nation, and
 - (b) progress report on any established objectives and performance measures of the First Nation.
- 29.3 The annual report referred to in section 29.1 must include or incorporate by reference the audited annual financial statements for the previous fiscal year and any special purpose reports, including the auditor's report.
- 29.4 The executive director must provide the annual report referred to in section 29.1 to a member of the First Nation as soon as practicable after a request is made by the member.
- 29.5 The Council must establish policies and procedures respecting an accessible process and remedy available to members of the First Nation who have requested but have not been provided with the annual report of the First Nation or access to the audited annual financial statements and any special purpose reports incorporated by reference in the annual report.

REPORTING TO THE CITIZENSHIP

- 29.6 Following adoption by the Council of the audited financial statements for the First Nation, at one of the two general assemblies of the Cowessess First Nation, as described in the Cowessess Constitution, the Council, will present and review with the citizenship of the First Nation the audited annual financial statements.

- 29.7 The Council may require the attendance of Program Managers, employees and/or professional advisors to attend the reporting meetings to assist in the providing of information to the Members.
- 29.8 The Council shall make the audited annual financial statements and the schedule of remuneration for elected officials available to the membership by the following means:
- (a) Paper copies available at the annual general assembly, annual report and available at the First Nation administration office at the request of any Citizen of Cowessess.
 - (b) Electronically on the Cowessess website.
- 29.9 Any additional financial information may be released by the Council at their discretion to Citizens, so long as such information does not break any Nation, Provincial or Federal laws, and does not break any legal confidentiality agreements with employees and/or contractors. In the event of a dispute between the Citizen and Council over the release of additional information, the item shall be referred to the Finance and Administration Committee who shall make the final decision as to whether such additional information shall be released.
- 29.10 The Council shall prepare an annual report to the Citizens which shall include the audited financial statements as well as a report on the activities of each department for the year. Access to the annual report shall be in the same form as Section 29.3.

30. DONATIONS AND SPONSORSHIPS

- 30.1 Donations or sponsorships may include cash or in-kind contributions.
- 30.2 Requests for donations or sponsorships received by the First Nation shall be referred to the Council or designate for review and consideration. Subject to available resources, the Council may, at its discretion, approve, reject or partially approve any sponsorship or donation request received.

31. TRAVEL EXPENSES

- 31.1 Unless otherwise approved by Motion or Resolution of the Council, the travel allowance rate to be paid for approved travel shall be set at a rate equivalent to the rate set by the Treasury Board of Canada for the Government of Canada, as in effect from time to time. Council members, employees and individuals appointed to Agencies that are required and have been approved to use their own vehicle for travel in relation to the performance of their duties shall be reimbursed at the approved travel allowance rate.

- 31.2 A travel allowance budget shall be established for the Chief and each Councillor prior to the beginning of each fiscal year. In addition, travel allowance budgets may also be established for individual employees, provided such expenditures are included within the consolidated annual operating budget of the First Nation. Travel allowances shall be paid from the budgets upon approval of travel expense claims.
- 31.3 The approval process for travel expense claims shall be as follows:
- (a) for employees and individuals appointed to Agencies, travel expense claims must be approved in writing by their Program Manager or the Executive Director prior to their submission to the Finance Department for payment;
 - (b) for Program Managers, travel expense claims must be approved in writing by the Executive Director or Director of Finance designate prior to their submission to the Finance Department for payment;
 - (c) for Council members, travel expense claims must be approved in writing by the Chief or designate prior to their submission to the Finance Department for payment; and
 - (d) for the Chief, travel expense claims must be approved in writing by a member of the Council.
- 31.4 All out of province travel for employees, members of the Council or individuals appointed to Agencies shall require approval by way of Motion or Resolution from the Council.
- 31.5 The First Nation may provide for the use of vehicles which may be utilized by staff in relation to its operations. The First Nation may, by Motion or Resolution, designate individuals from within the First Nation's administration who may utilize First Nation owned vehicles in the course of their duties, provided such individuals meet all applicable licencing and insurance requirements. The use of First Nation owned vehicles shall be limited to approved business travel and not for personal use.
- 31.6 Travel to and from an individual's residence to the Employee's regular location of work shall not be a claimable expense.
- 31.7 Employees or Council members wishing to rent a vehicle for approved business travel shall require the approval of the Chief or the Director of Finance and shall only be reimbursed for actual expenses incurred based upon submission of receipts for such expenses.
32. ACCOMMODATION EXPENSES

- 32.1 Unless otherwise approved by Motion or Resolution of the Council, employees, Council members or individuals appointed to Agencies who are required to stay overnight in a hotel or other commercial establishment in connection with approved business travel or in the performance of their duties shall be reimbursed at the following rates, based upon submission of receipts for their accommodations:
- (a) for in-province accommodations, up to a maximum of \$150.00 per night;
 - (b) for out-of-province accommodations, up to a maximum of \$250.00 per night;
 - (c) for clarification, the amount reimbursed to the Council member or staff member is the amount listed in 32.1.a and 32.1.b even if the receipt amount is less than or more than the amounts stated; and
 - (d) no future travel will be accepted until prior receipt is submitted or proof of payment.
- 32.2 At the discretion of the Director of Finance, Council and staff may be issued expense advances to cover the cost of accommodations and other out of pocket expenses not otherwise covered by mileage, meals and incidental allowances. Advances for accommodations may not exceed the amounts listed in section 32.1 and the individual receiving the advance must return receipts relating to the advance to Finance no later than 15 days after the issuance of the advance.
- 32.3 Employees, Council members or individuals appointed to Agencies who stay overnight in private accommodations shall be reimbursed up to a maximum of \$50.00 per night.

33. MEAL ALLOWANCES

- 33.1 Employees, Council members or individuals appointed to Agencies who participate in approved business travel shall be entitled to claim the following meal expenses:
- (a) breakfast expense:
 - (i) on the day that travel begins if they are required to leave their residence prior to 8:00 am; and
 - (ii) for each day that they are away from home on approved business travel provided that breakfast is not supplied by the First Nation or the meeting hosts.
 - (b) lunch expenses:
 - (i) on the day that travel begins if they are required to leave their residence prior to 11:00 am and return later than 2:00 pm;

- (ii) for each day that they are away from home on approved business travel provided that lunch is not supplied by the First Nation or the meeting hosts; and
 - (c) supper expenses:
 - (i) on the day that travel begins if they are required to leave their residence prior to 6:00 pm;
 - (ii) for each day that they are away from home on approved business travel provided that supper is not supplied by the First Nation or the meeting hosts; and
 - (iii) on the day of their return from approved business travel provided that they do not reach their residence prior to 7:00 pm.
- 33.2 Unless otherwise approved by Motion or Resolution of the Council, meal allowance rates shall be set at a rate equivalent to the rates set by the Treasury Board of Canada for the Province of Saskatchewan, as in effect from time to time.
34. AIR TRAVEL EXPENSES
- 34.1 All air travel required for employees, Council members or individuals appointed to Agencies shall require prior approval from the Council as evidenced by Motion or Resolution of the Council.
- 34.2 In instances where an employee, Council member or individual wishes to utilize road travel for out of province travel, the employee, Council member or individual shall be reimbursed for the lesser of the mileage associated with the travel or the equivalent cost of the lowest air fare to the scheduled destination.
- 34.3 All air travel arrangements shall be made through the First Nation administration office.
- 34.4 When utilizing air travel, employees, Council members or individuals appointed to Agencies shall make every effort to use regularly scheduled air services at the lowest possible fares available.
35. OTHER EXPENSES
- 35.1 An employee or Council member may be reimbursed for other work related expenses upon the submission of receipts, provided such expenses are, in the opinion of the Director of Finance or their designate, directly related to the employee's or Council member's duties.

36. EXPENSE ADVANCES

- 36.1 Any advances respecting the payment of travel or other related expenses shall be required to be authorized by the appropriate signing officials as outlined in section 31.3 prior to such advances being processed.
- 36.2 Employees and Council must provide receipts for expense advances no later than 15 days after the expense advance has been issued. Any outstanding advances shall be paid back in full by the recipient upon demand or deducted from any future expense claims payable to the recipient. Employees and Council shall not be entitled to any future expense advances until such time that prior expense advances have been settled.
- 36.3 Any advances issued under sections 31.1 and 33.1 shall not require receipts and not be subject to the provisions of Section 36, except, in the event that the travel does not take place or the travel did not occur for the intended purpose.
- 36.4 The individual receiving the advance must also sign an agreement permitting the Director of Finance to recover any advances where receipts are not submitted from the individual's payroll or future expense claims.

37. PROCESSING OF EXPENSES PAYMENTS

- 37.1 Employees, Council members and individuals appointed to Agencies who receive reimbursement for travel or other related expenses shall be required to complete an Expense Claim Form in a form prescribed by the Director of Finance.
- 37.2 All Expense Claim Forms shall be required to be verified and approved by the appropriate signing authorities prior to their submission to the Finance Department.
- 37.3 Unless otherwise approved by Motion or Resolution of the Council, all expenses related to out of province travel will be paid at the same rates as in province travel.
- 37.4 Charges for traffic tickets, traffic offences or any other related charges shall not be reimbursable under any circumstances and shall be the responsibility of the party incurring such charges.
- 37.5 In circumstances where receipts are required to be submitted as a precondition to payment of any expenses, the following provisions shall apply:
- (a) the receipts shall be issued in the name of the individual claiming the expense. Receipts issued in the name of persons other than the individual claiming the expense shall not be reimbursable; and
 - (b) the receipts shall be required to be submitted to the Finance Department by the individual within 15 days following the meeting or function for which such expenses relate.

- (c) no additional advances to the individual may be issued until such time that the prior advance has been cleared by way of receipt and/or reimbursement.

38 EXPENSES FROM OTHER SOURCES

- 38.1 In situations where an employee, Council member or individual appointed to an Agency receives payment of any expenses associated with their attendance at meetings or on approved business travel from any other organization or entity, then the employee, Council member or individual shall be prohibited from receiving such expenses from the First Nation. Where an employee, Council member or individual is found to be in contravention of this Section, the First Nation may, in addition to the exercise of any other remedies available to it under Section 39 hereof,:
- (a) upon demand, obtain reimbursement from the employee, Council member or individual for any expenses paid by the First Nation; or
 - (b) deduct the amount of such expenses paid by the First Nation from any future expense claims payable to the employee, Council member or individual.

39. INFORMATION AND INFORMATION TECHNOLOGY

Ownership of Records

- 39.1 The Council must establish policies and procedures to ensure that all records that are produced by or on behalf of the First Nation or kept, used or received by any person on behalf of the First Nation are the property of the First Nation.

Record Keeping and Maintenance

- 39.2 The Council must establish policies and procedures respecting
- (a) the preparation, maintenance, security, storage, access to and disposal of records of the First Nation, and
 - (b) the confidentiality, control and release of First Nation information that is in the possession of the First Nation, the Council, councillors, committee members, employees, contractors or agents of the First Nation.

Information Technology

- 39.3 The Council must establish policies and procedures respecting information technology used by the First Nation in its operations to ensure the integrity of the First Nation's financial administration system and its database.

40. TANGIBLE CAPITAL ASSETS

Definitions

40.1 In this Part,

“First Nation tangible capital assets” means all non-financial assets of the First Nation having physical substance that

- (a) are held for use in the production or supply of goods and services, for rental to others, for administrative purposes or for the development, construction, maintenance or repair of other tangible capital assets,
- (b) have useful economic lives extending beyond an accounting period,
- (c) are to be used on a continuing basis, and
- (d) are not for sale in the ordinary course of operations;

“life-cycle management program” means the program of inspection, planning, maintenance, replacement and oversight for First Nation tangible capital assets as described in section 40.4; and

“tangible capital asset project” means the acquisition, construction, repair or replacement of a First Nation tangible capital asset, but does not include routine maintenance.

Council General Duties

40.2 The Council must take reasonable steps to ensure that First Nation tangible capital assets are

- (a) recorded in an assets register,
- (b) adequately safeguarded,
- (c) maintained in accordance with a life-cycle management program described in this Part, and
- (d) planned, financed, managed and constructed to acceptable community standards.

Tangible Capital Assets Reserve Fund

40.3 The Council must establish and manage a tangible capital assets reserve fund to be applied for the purpose of funding expenditures for tangible capital asset projects carried out under this Part.

Life-cycle Management Program

- 40.4 The Council must establish a life-cycle management program for First Nation tangible capital assets which includes the following:
- (a) the development, maintenance and updating of an assets register for First Nation tangible capital assets;
 - (b) the regular, periodic inspection of First Nation tangible capital assets;
 - (c) for routine maintenance of First Nation tangible capital assets, preparation of the following:
 - (i) a plan for annual scheduling of required maintenance for the next fiscal year;
 - (ii) short and long-term forecasting of estimated costs; and
 - (iii) a budget for required annual maintenance for the next fiscal year; and
 - (d) for tangible capital asset projects, preparation of the following:
 - (i) a plan for annual scheduling of projects for the next fiscal year;
 - (ii) short and long-term forecasting of estimated costs of projects;
 - (iii) a budget for projects for the next fiscal year, and
 - (e) the annual review by the Finance and Administration Committee of the proposed scheduling and budgets for routine maintenance and tangible capital asset projects.
- 40.5 The Council must establish policies and procedures respecting
- (a) a life-cycle management program for First Nation tangible capital assets, and
 - (b) tangible capital asset projects.

Tangible Capital Asset Projects Management

- 40.6 The Council must establish policies and procedures respecting procurement, contract and risk management and administration of tangible capital asset projects.
- 40.7 All tangible capital asset projects must be managed in accordance with the policies and procedures referred to in section 40.6.

Policy for Information or Involvement of First Nation Members

40.8 The Council must establish policies and procedures respecting the means by which First Nation members must be informed about or involved in consideration of tangible capital asset projects.

41. ENFORCEMENT

41.1 Any Program Manager, employee or appointed or contractual official of the First Nation who violates the provisions as outlined in this Bylaw may, where applicable and depending upon the gravity of the circumstances, be subject to the following actions as determined by the Council:

- (a) in the case of a Program Manager or employee, disciplinary action including possible termination of their employment with the First Nation or any of its Operating Entities;
- (b) in the case of contractual personnel, termination of their contractual arrangements with the First Nation or any of its Operating Entities;
- (c) in the case of an appointed official, removal from their respective Agency; or
- (d) such other legal sanctions or proceedings as may be determined by the Council.

41.2 Any member of Council who violates the provisions as outlined in this Bylaw may be subject to the following actions as determined by the Council:

- (a) suspension from the Council, with or without pay, for such period of time as may be determined by Motion or Resolution of the Council;
- (b) removal of all or a portion of any portfolios or positions occupied by the individual Council member for such period of time as may be determined by Motion or Resolution of the Council; and
- (c) such other legal sanctions or proceedings as may be determined by the Council.

41.3 Any individual, including councillors, officers, employees, contractors and agents engaged in financial administration activities, who has reason to believe that

- (a) an expenditure, liability or other transaction of the First Nation is not authorized by or under this By-law or another First Nation law,

- (b) there has been a theft, misappropriation or other misuse or irregularity in the funds, accounts, assets, liabilities and financial obligations of the First Nation,
- (c) a provision of this By-law has been contravened, or
- (d) a person has failed to comply with applicable conflict of interest policies and procedures,

the individual shall take the following actions:

- (i) report the irregularity or violation to the Chair of the Finance and Administration Committee and to the Executive Director or to the Director of Finance should the report involve the Executive Director;
- (ii) provide as many details of the irregularity as possible for the Chair of the Finance and Administration Committee and Executive Director or Director of Finance, should the report involve the Executive Director, to investigate.

- 41.4 The Chair of the Finance and Administration Committee and Executive Director and/or the Director of Finance as applicable, shall investigate the report and provide a final report on their findings to the Finance and Administration Committee as soon as practicable.
- 41.5 The Finance and Administration Committee may make a further inquiry into any findings reported to it and in any event, must make a report to the Council respecting any circumstances reported to the Committee under this section, including the Committee's recommendations, if any.
- 41.6 The individual making the report may be provided with a summary of the report, in so much that it does not violate any regulations on confidentiality.
- 41.7 All reasonable steps must be taken by the executive director, the members of the Finance and Administration Committee and the councillors to ensure that the identity of the individual who makes a report under section 39.3 is kept confidential to the extent practicable in all the circumstances.
- 41.8 An individual who makes a report in good faith under section 39.3 must not be subjected to any form of reprisal by the First Nation or by a councillor, officer, employee, contractor or agent of the First Nation as a result of making that report.
- 41.9 The executive director and the chair of the Finance and Administration Committee must take all necessary steps to ensure that section 39.5 is not contravened and must report any contravention or suspected contravention to the Council.

41.10 The Council must establish policies and procedures

- (a) for the recording and safeguarding of reports made under section 39.3 and any records prepared during the inquiry or investigation into those reports;
- (b) for the inquiry or investigation into reports made under section 39.3; and
- (c) concerning the fair treatment of a person against whom a report has been made under section 39.3.

42. LIABILITY FOR IMPROPER USE OF MONEY

- 42.1 A councillor who votes for a resolution authorizing an amount to be expended, invested or used contrary to this By-law or another First Nation law is personally liable to the First Nation for that amount.
- 42.2 Section 42.1 does not apply if the councillor relied on information provided by an officer or employee of the First Nation and the officer or employee was guilty of dishonesty, gross negligence or malicious or willful misconduct when providing the information.
- 42.3 An amount owed to the First Nation under section 42.1 may be recovered for the First Nation by the First Nation, a member of the First Nation or a person who holds a security under a borrowing made by the First Nation.
- 42.4 It is a good defence to any action brought against an officer or employee of the First Nation for unauthorized expenditure, investment or use of the First Nation's financial assets if it is proved that the officer or employee gave a written and signed warning to the Council that in his or her opinion, the expenditure, investment or use would be unlawful.
- 42.5 Any Council or Finance and Administration Committee member who votes for a motion in which they carry a conflict of interest shall be liable for any damages caused to the Nation as a result of their action.
- 42.6 Any member of Council, management or staff that uses dishonesty, gross negligence or malicious or wilful misconduct in providing information to obtain any financial benefit, whether or not they personally benefitted from their act, shall be liable for their actions.
- 42.7 An amount owed to the First Nation, under section 42.5 and 42.6, the Executive Director, under the guidance of Council, shall take all legal steps available to recover the amount.

43. POLICIES AND PROCEDURES

43.1 The Council may, from time to time, establish such internal policies and procedures as it may require in order to effectively administer this Bylaw together with the financial operations of the First Nation, its programs, departments, Agencies and Operating Entities, provided such policies and procedures shall not be inconsistent with the terms of this Bylaw.

44. AMENDMENTS

44.1 The provisions of this Bylaw may be amended by Resolution of the Council.

44.2 No amendment or repeal of this Bylaw shall take effect until such repeal or amendment has been approved by the Minister of Indigenous Affairs and Northern Development.

44.3 Upon coming into force, this Bylaw shall:

- (a) be provided to all members of the Council and to all employees working within the First Nation, its programs, departments, Agencies and Operating Entities; and
- (b) be kept at the First Nation administration office and made available for review by Members of the First Nation at any time during normal business hours.

45. PERIODIC REVIEW OF BYLAW WITH MEMBERSHIP

45.1 Within three (3) years following adoption of this Bylaw and during each five (5) year interval thereafter, the Council shall undertake a review of the provisions of this Bylaw with the Members of the First Nation.

45.2 In this regard, the Council shall by Resolution, within each required period, at one of the two general assemblies of the Cowessess First Nation, as described in the Cowessess Constitution, review this Bylaw

- (a) to determine if it facilitates effective and sound financial administration of the First Nation; and
- (b) to identify any amendments to this By-law that may better serve this objective.

45.3 Should, following the conducting of the membership meetings as referred to in section 44.2, the Council consider it appropriate to propose amendments to this Bylaw, the Council shall prepare a Resolution setting out the terms of the proposed amendment(s) to this Bylaw which shall be placed before the Council at a subsequent meeting to be held on the Reserve at which the said amendment(s) shall be read in their entirety and voted on by the Council. Any amendments

adopted by the Council pursuant to this section shall be processed in accordance with the provisions as outlined in Article 43.

46. REPEAL

46.1 The *Cowessess First Nation Financial Administration Bylaw, 2020* enacted on August 5, 2020 is hereby repealed in its entirety.

47. COMING INTO FORCE

47.1 This Bylaw shall come into force and effect on the day after being approved by the Minister under section 83 of the Act.

THIS BYLAW IS HEREBY DULY ENACTED by the Council of the Cowessess First Nation this 27 day of October, 2020, at Cowessess First Nation, in the Treaty Four Territory, at a duly called and conducted Council meeting at which the required quorum of five (5) members of Council was present throughout.

Chief Cadmus Delorme

Councillor Richard Aisaican

Councillor Malcolm Delorme

Councillor Denise Pelletier

Councillor Gary Sparvier

Councillor Curtis Lerat

Councillor Jonathan Lerat

Councillor Damon Delorme

Councillor Patricia Sparvier