

**POLICIES AND PROCEDURES MANUAL  
FOR THE**

**BOARD OF DIRECTORS  
OF**

**British Columbia Métis Federation (BCMF)**

**May 2011  
Draft 1**

---

## **TABLE OF CONTENTS**

<b>1</b>	<b>POLICIES AND PROCEDURES GUIDELINES</b>	<b>2</b>
<b>2</b>	<b>STRATEGIC DIRECTION</b>	<b>3</b>
<b>3</b>	<b>BOARD ORGANIZATION</b>	<b>4</b>
3.1	BOARD STRUCTURE	4
3.2	ROLE OF THE BOARD OF DIRECTORS	5
3.3	BOARD ELECTIONS	8
3.4	EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS	11
3.5	EXECUTIVE COMMITTEE RESPONSIBILITIES	11
3.6	BOARD COMMITTEES	13
<b>4</b>	<b>BOARD OPERATION</b>	<b>15</b>
4.1	BOARD ORIENTATION	15
4.2	BOARD MEETINGS	15
4.3	IN-CAMERA MEETINGS	17
4.4	ANNUAL GENERAL MEETINGS	18
<b>5</b>	<b>CONFLICT OF INTEREST AND RESOLUTION</b>	<b>19</b>
5.1	CONFLICT OF INTEREST	19
5.2	CONFLICT RESOLUTION	22
<b>6</b>	<b>COMPLIANCE</b>	<b>23</b>

---

# **1 POLICIES AND PROCEDURES GUIDELINES**

## **1.1.1 POLICY**

The Policies and Procedures Manual related to the Board of Directors will be an integral component of the British Columbia Métis Federation (BCMF) and will be consistent with the BCMF bylaws.

The BCMF Board of Directors will establish and implement appropriate policies and procedures governing the operation of BCMF.

## **1.1.2 PROCEDURES**

1. Once the Board of Directors identifies the need for new and/or revised policies and procedures, the matter will be referred to the President and/or Policy |Analyst who will prepare one or more drafts for consideration by the Board of Directors.
2. The Board of Directors will review policies and procedures drafts, direct the President to make the revision of such drafts as required and, when satisfied that the draft meets the requirements of the organization, approves the new and/or revised policies and procedures.
3. The President will distribute new and/or revised policies and procedures to the Board of Directors in a timely manner.
4. Approved new and/or revised policies and procedures must be signed by the President of the BCMF Board of Directors and contain a revised date.
5. Within thirty (30) days following approval and sign-off by the Board of Directors of new and/or revised policies and procedures, the new and/or revised policies and procedures will be implemented by incorporation in the appropriate section of the BCMF Board Manual.
6. The Board Manual will be reviewed annually to reflect new and/or revised policies and procedures, which may be identified during the annual review process or during periodic reviews throughout the year.

---

## **2 STRATEGIC DIRECTION**

### **2.1.1 POLICY**

The Board of Directors will establish appropriate strategic directions for BCMF. The strategic directions will identify, at a minimum, the following elements:

- The vision of the organization;
- The mission of the organization;
- Values and beliefs that will guide decision-making within BCMF;
- Strategic directions for BCMF;
- Specific goals or objectives and/or strategic initiatives that will enable BCMF to meet established strategic directions; and,
- Performance criteria/measures that will enable BCMF to determine objectively whether strategic directions have been achieved.

### **2.1.2 PROCEDURES**

1. The President of the Board of Directors will lead the Board in the development/revision of any strategy for BCMF. The President may be assisted in this matter by an external facilitator.
2. The strategy will be maintained by the President.
3. The strategy, including revisions, will be made available to the Board of Directors, members, key stakeholders, and members of BCMF.
4. All Board of Directors of BCMF will be knowledgeable of the strategy.

---

### **3 BOARD ORGANIZATION**

#### **3.1 BOARD STRUCTURE**

##### **3.1.1 POLICY**

BCMF is governed by an elected Board of Directors. A Director is a duly elected or appointed member of the Board.

The Board of Directors consists of:

- President;
- Vice President;
- Secretary Treasurer; and,
- Directors (maximum of 11).

The Mandate of the Board is to govern the operations of the organization by:

- Setting direction and policy;
- Providing leadership to BCMF; and,
- Advocating on behalf of members.

##### **3.1.2 AUTHORITY**

The BCMF membership has charged the BCMF Board of Directors to conduct the affairs of the organization.

The Board of Directors derives its power and authority from the following sources:

- Membership;
- The Bylaws of BCMF; and,
- Provisions of the *Society Act*.

The Board governs as a collective entity. All decisions are made by motions at a duly convened meeting of the Board of Directors or a Committee of the Board.

The Board speaks with one voice.

The Board is accountable to the membership for the success of the organization in carrying out its mission. .

##### **3.1.3 PROCEDURES**

1. The structure of the BCMF Board of Directors will be documented and maintained by the President.
2. The President will update the structure of the Board of Directors within thirty (30) days of any changes approved by the Board.
3. Organization charts will be made public to all members on the BCMF website.

---

## 3.2 ROLE OF THE BOARD OF DIRECTORS

### 3.2.1 POLICY

BCMF will clearly define the role of the BCMF Board of Directors.

### 3.2.2 ROLES AND RESPONSIBILITIES

The Board of Directors, **shall function** as a single entity:

1. Is responsible for establishing and communicating the mission of BCMF and defining the parameters within which BCMF operates.
2. Is responsible for setting **long** and short-term goals for BCMF.
3. Has responsibility for the operations and **implementing the** policies of BCMF.
4. Is responsible for the development, implementation and monitoring of the framework, governance and operational policies of BCMF and its programs and services.
5. Reviews, directs changes to, and approves operational plans, budgets, policies and reports for BCMF.
6. Develops and ensures community awareness regarding the purpose of BCMF.
7. Participates in clarification and resolution of issues.
8. Plans for, and ensures the conduct of, the Annual General Meeting of BCMF.
9. Advises the members on activities of BCMF and makes recommendations to the members for their consideration and action.
10. Reports to the membership on future plans, as well as on the programs and services offered by BCMF.
11. Oversees the management of BCMF funds and raises funds for BCMF.
12. Is accountable to the member's community and is responsible for the continuity of the management and administration of BCMF.
13. Approves of the hiring, conditions of employment and termination of staff.
14. The BCMF Board of Directors works as a team.
15. The Board member is accountable to his/her community.
16. All Board members will conduct themselves as being accountable, open, and transparent.

---

The Board members (Directors) are expected to become active participants in their elected capacity and duty. In carrying out his or her duties, each Board member is responsible to exercise due diligence in the performance of his or her duties, as follows:

- Acknowledge and respect the customs and history of BCMF and be respectful of local First Nations protocols;
- Understand, adhere to and implement the bylaws, business plan, governance and policies of BCMF;
- Be informed of the relevant and applicable provisions of the *Society Act*, and other laws that are applicable to the work of BCMF;
- Attend Board meetings and conference calls, read minutes and provide feedback;
- Understand and respect the structure of BCMF, including the distinction in the roles of the Board;
- Declare in writing within a reasonable time period any apparent or real conflict of interest to the Board;
- Exercise the same degree of care, diligence, and skill that a reasonably prudent person would show in comparable circumstances;
- Not act individually on any matter unless authorized by the Board to do so;
- Have knowledge of the federal and provincial funding guidelines and policies;
- Keep informed and communicate to the Board and members the key economic development activities, trends, news and opportunities relevant to BCMF;
- Establish meaningful strategic linkages with First Nations, Métis organizations, governments and the private sector to promote understanding and acceptance of the objective and goals of BCMF.

Furthermore, an effective BCMF Board member:

1. Provides notification in advance if unable to attend a Board and Committee Meeting, or conference call.
2. Reads minutes, reports, and financial statements that are provided in advance of meetings to identify errors, omissions and actions that require follow-up.
3. Prepares reports, motions, policies, etc. in writing when required.
4. Maintains a dress code that is consistent with the professional image that BCMF wants to promote, keeping in mind that Board members are role models and representatives of BCMF.

### 3.2.3 CODE OF CONDUCT

The members of the Board of Directors for the BCMF are expected to conduct themselves in a manner that exemplifies their status as leaders and role models for all Métis people.

---

The Board of Directors are expected to act in a manner that recognizes that volunteer staff, BCMF members, and all Métis and Aboriginal people are entitled to be treated with respect and dignity.

In order for the Board to be effective, Board members (Directors) will:

- Conduct themselves in a responsible and courteous manner in all affairs when they are representing BCMF;
- Endeavor to attend and participate in all Board and General Meetings and conference calls;
- Not act or make decisions that will benefit them or their own organizations directly without the express written permission of the Board;
- Endeavor to work together respectfully in all BCMF affairs; and,
- Conduct their business in a legal and professional manner.

#### 3.2.4 FIDUCIARY DUTY

The BCMF bylaws recognize that the members of the BCMF Board of Directors have a fiduciary relationship and duty to all Métis people and that a breach of that relationship and duty will result in being disqualified as a member of the BCMF Board of Directors.

The Directors' fiduciary duties may include:

- Acting honestly and in good faith in the best interests of members and BCMF as a whole;
- Exercising power with loyalty and care;
- Listening and acting when possible to represent the concerns of members;
- Not predetermining issues;
- Adhering to principles of natural justice and administrative fairness in transacting Board business;
- Negotiating business deals based upon prevailing business practices;
- Providing guidance to President to help him or her to perform his or her job duties;
- Ensuring and providing support to the President of BCMF on managing the supervision of volunteer staff, contractors, and professionals;
- Not making arbitrary decisions that benefit one member to the exclusion of another;
- Ensuring the financial management of BCMF is based upon prevailing accounting practices; and,
- Securing assets, i.e. keys, passwords, seal and cheques.



---

### 3.2.5 INAPPROPRIATE CONDUCT

A report will be produced in the event of inappropriate conduct of a Board of Director. Reports must be submitted in writing and directed to the President, who shall present the report within seven (7) days to the Executive Committee which is constituted of the BCMF President, Vice President, and Secretary/Treasurer.

A report received by the Executive Committee shall be provided to the Board member who is the subject of the report and to the Board Executive. The Board Executive may, upon review of the report:

1. Dismiss the allegations contained in the report;
2. Render a summary decision with respect to the allegations contained in the report; or,
3. If it is determined that the allegations in report warrant a committee review.

In the event a committee review is deemed appropriate, the Board member who is the subject of the report and the person who had reported the inappropriate conduct of the Board member shall be invited to attend and present their individual positions with evidence in support, to the Executive Committee. The parties to the committee review may be represented by an advocate that may include legal counsel.

In the event the allegations in a report are substantiated, the Executive Committee shall render a decision in which the Executive Committee must consider the principle of progressive discipline and which may include the following:

1. Referral to the BCMF Board of Directors for review and determination;
2. Disciplinary letter;
3. Removal or reduction of duties or functions relating to that Board member's Portfolio;
4. Suspension;
5. Removal pursuant to the BCMF bylaws; or,
6. Such other disciplinary action which may be deemed appropriate.

The Executive Committee and the BCMF Board of Directors decision can be appealed to the Elders Council.

In the event a Board member is one of the Executive Committee members, that member shall excuse him/herself from sitting as a Board of Director in review or for determination of the report.

## 3.3 BOARD ELECTIONS

### 3.3.1 POLICY

At the end of their term, the Directors shall retire from office at the Annual General Meeting and their successors shall be elected.

Elections for Board membership will be held once every two years during the BCMF Annual General Meeting.

---

The members of the Board of Directors are elected by the BCMF membership pursuant to the BCMF bylaws. The number of Directors shall be fourteen (14) or such greater number as may be determined from time to time at an annual general meeting or general meeting.

Only eligible Members are eligible for any BCMF Board of Director position.

All candidates for Board membership shall possess the following credentials:

- A commitment to the mission of BCMF;
- Knowledge and skills in areas of Board Governance, Policy, Finance, Programs, Human Resources and Public Relations;
- A commitment to attend Board Meetings, Committee Meetings and Annual General Meetings;
- A commitment to attend Board Orientation, Strategic Planning and other workshops/training programs necessary for Board development as determined by the Board;
- A willingness to serve on one or more Committees; and,
- The capability and willingness to hold a portfolio.

Board members' terms of office on the Board are not limited.

The Board may at any time and from time to time appoint a member as a Director to fill a vacancy in the Board for an interim period until an Annual General Meeting is held to fill the vacancy.

The President, Vice President, and Secretary/Treasurer are the officers of BCMF. The Directors shall elect among themselves the officers of the society at the first Board meeting following the Annual General Meeting when they were elected.

### 3.3.2 PROCEDURES

1. The BCMF Board of Directors will establish the BCMF Nominations Committee whose mandate is to review nomination submissions.
2. To obtain nominations for candidates interested in the Board of Directors positions, the BCMF Administration will submit a public notice indicating a search for candidates, as required in the BCMF Bylaws.
3. BCMF will engage BCMF members and BCMF Board of Directors in identifying potential candidates.
4. Nominations for BCMF Board of Director positions must be received in writing or by fax no later than two weeks prior to any elections held at an Annual General Meeting. Nominations can be submitted by courier or mail to the official mailing address identified on the BCMF website.
5. Candidates' credentials are reviewed to determine whether they meet the required criteria prior to an BCMF Annual General Meeting. The review will be completed by BCMF administration and the Nominations Committee and will be determined based

---

on Full Membership designation of BCMF Market Ready status, review of credentials, and knowledge and skills.

6. The BCMF Board of Directors will appoint an Election Officer for the purposes of managing the election process.
7. Voting will be performed by secret ballot.
8. Ballots will contain the names of candidates who have been nominated and met nomination requirements; the candidates' names and organizations will be listed on ballots by region.
9. Each eligible elector will receive a ballot.
10. Full Members in good standing are entitled to vote for one director from each of 9 regions and for the 3 directors at large positions in which their terms have expired.
11. Only the votes received from the electors during the specified timeframe provided during the BCMF Annual General Meeting will be counted as votes cast. Votes not cast during the timeframe provided will be deemed spoiled by the Election Officer.
12. The Election Officer will count votes cast immediately after the completion of an election process without delay. The Election Officer will ensure confidentiality when counting and take steps necessary to complete.
13. Election for the BCMF Board of Directors is determined by simple majority vote of the electors that have cast their ballots during a BCMF Annual General Meeting.
14. Candidates may appoint a scrutineer to participate when the Election Officer counts ballots cast.
15. The Election Officer will announce elected candidates at the Annual General Meeting in a timely manner after completion of the vote counting. The Election Officer will also report election results by name, region, and votes cast.
16. Ballots will be destroyed by the Election Officer at the completion of the election process.

---

### 3.4 EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

#### 3.4.1 POLICY

The President, Vice President, Secretary/Treasurer comprise the Executive Committee of the BCMF Board of Directors.

Between regular meetings of the Board, the Executive Committee is authorized by the Board to make decisions on behalf of the Board.

**Any decisions made by the Executive Committee shall be ratified and approved by the Board of Directors at the next scheduled Board meeting.**

#### 3.4.2 PROCEDURES

1. The Directors shall elect among themselves the Executive Committee (President, Vice President, Secretary/Treasurer) at the first Board meeting following the Annual General Meeting when they were elected.
2. The Executive Committee is required to report, in writing, to the Board at the next regular meeting of the Board on any decisions made by the Executive Committee that impact significantly on budget or program/service delivery.

### 3.5 EXECUTIVE COMMITTEE RESPONSIBILITIES

#### 3.5.1 POLICY

BCMF clearly defines the duties and responsibilities assigned to the Board of Directors, Executive members of the Board as well as all Directors.

#### 3.5.2 RESPONSIBILITIES OF THE EXECUTIVE MEMBERS

In addition to their roles and responsibilities as Board members, Executive members of the Board have clearly defined roles and responsibilities as outlined below:

##### A. President

The President has the following powers, duties and functions:

- Is responsible for the effective governance of BCMF and for carrying out the wishes of the Board of Directors in relation to the direction and management of BCMF.
- Ensures that directives and/or resolutions of the Board members are carried out.
- Acts as the official spokesperson of BCMF at ceremonies, special functions and official business meetings. This role may be delegated to another Director or staff member when required;
- Ensures the Board conducts itself in a manner consistent with Board policies, procedures and decisions in a timely manner;

- 
- Provides leadership for consensus-building and team-work;
  - Monitors and supervise the President in the management of BCMF and help develop him or her for optimal performance to benefit BCMF through learning and training opportunities; regularly assess his or her performance using employee performance assessment tools;
  - Communicates the Boards' decisions to the President;
  - Chairs Board meetings;
  - Develops appropriate governance structures and implement assessment and control systems;
  - Collaborates with the Board of Directors to set policy and make decisions for the administration of programs and services;
  - Is aware of internal polices affecting the organization and ensures key operating policies are in place (such as expenditure/investment policy and conflict of interest policy);
  - Ensures all Directors' points of view heard and valued;
  - Coordinates with the President on the agenda and dissemination of information;
  - Plans for the succession and diversity of the Board and organization;
  - Plans and ensures orientation and training is provided in the development of the Board; and,
  - Acts to facilitate issues of conflict arising from the operations, with members, volunteer staff, and directors of BCMF.

B. Vice President

The Vice President has the following powers, duties and functions:

1. Carries out the duties of the President when the President is absent, as directed by the President or the Board;
2. Assists, as directed by the Board or President, in the performance of the President's duties;
3. Follows up with every person responsible for taking action on a Board decision to determine the completion status of the item, and submits a status report to the Board accordingly; and,
4. Performs such other duties and responsibilities as delegated by the President or the Board.

---

## C. Secretary/Treasurer

The Treasurer duties include the following powers, duties and functions:

1. Ensures the proper receipt of all monies that are the property of BCMF;
2. Ensures that accurate financial records are maintained as required by BCMF for audit or reporting purposes;
3. Ensures that such books and records are open for inspection at reasonable times by the Board on such conditions as prescribed by the Board or imposed by law;
4. Directs and oversees the annual budget development and approval process;
5. Reports on the financial status of the organization to the membership at the Annual General Meeting;
6. Performs such other duties and responsibilities as delegated by the President or the Board.

The Secretary duties include the following powers, duties and functions:

1. Issues notices of meetings of the BCMF Board of Directors;
2. Is responsible to work with BCMF administrative staff to record and maintain minutes of all meetings of the BCMF Board of Directors;
3. Is responsible for managing the circulation of all minutes of the BCMF Board of Directors at least one week prior to the next meeting of the Board; and,
4. Performs such other duties and responsibilities as delegated by the President or the Board.

## 3.6 BOARD COMMITTEES

### 3.6.1 POLICY

The BCMF Board of Directors may establish Standing Committees to meet the ongoing requirements of the organization. Board Committees may not make decisions on behalf of the Board; instead, the decisions of Board Committees will become recommendations to the Board as a whole.

The Terms of Reference, membership and authority of Standing and Ad-Hoc Board Committees will be defined in writing prior to the commencement of operation of the Committee. While Committees and Terms of Reference are developed and established by the Board, it is reasonable to anticipate some fine-tuning once the Committee is in place and performing its duties. The Committee's mandate or purpose extends from the Board to assist the organization with the work of the Board. Terms of Reference for all Standing Committees ensure clarity of roles and responsibilities (please refer to the Appendix I, "Terms of Reference for Standing and Ad-Hoc Committees" for guidelines, and to the subsequent example, "Terms of Reference for Human Resource Committee").

---

### 3.6.2 STANDING COMMITTEES

The Board of Directors may establish Standing Committees. The Standing Committees are expected to confine their activities to the work of the Board and to exercise restraint to ensure that the Committee and/or its individual members avoid interfering with the authority the Board has delegated to the President. Standing Committees may include such Committees as Human Resource Committee, Policy Committee, and Finance Committee.

### 3.6.3 AD-HOC COMMITTEES

The Board of Directors may establish Ad-Hoc Committees of the Board as the need arises. Ad-Hoc Committees are temporary Committees brought together for a specific purpose or task and will continue to exist until their mandates have been completed. Ad-Hoc Committees may include an Awards Committee or a President Performance Review Committee.

### 3.6.4 BOARD COMMITTEES—PRESIDENT RELATIONSHIP

The Board of BCMF reminds all Committees and Committee members that the Board has the President to translate the will of the Board into administrative action, delegates' duties and powers to provide effective leadership, and holds the President responsible for the application of knowledge, skill and professional leadership in all aspects of the BCMF operation.

In addition, Board Committees may not direct the President or other staff of the organization.

The President may serve on Board Committees but has no voting status in that capacity.

### 3.6.5 PROCEDURES

1. The Board authorizes the Committees to carry out specific tasks on behalf of the Board through Terms of Reference that clarify what the Board expects to be done, how and when it expects this will be accomplished.
2. Each Committee of the Board will meet at the call of BCMF.
3. Each Committee will produce and distribute an agenda for each meeting.
4. Committees will provide the Board with written recommendations arising out of meetings

---

## **4 BOARD OPERATION**

### **4.1 BOARD ORIENTATION**

#### **4.1.1 POLICY**

All Board of Directors members will receive formal orientation on the philosophy, mission, principles, goals and objectives, and programs (where applicable) of BCMF.

#### **4.1.2 PROCEDURE**

1. On election or appointment to BCMF, Board members will be provided with a copy of the BCMF Board Manual.

### **4.2 BOARD MEETINGS**

#### **4.2.1 POLICY**

The Board will conduct business either in person or via a facilitated conference call. The timely circulation of an agenda and background material will precede all meetings. The intended purpose is to provide members with an opportunity to review materials and provide comments prior to the commencement of the meeting.

The BCMF Chair, or designate, will facilitate all BCMF meetings to ensure agenda items are afforded the appropriate time necessary for a full and proper discussion by all members.

Minutes of proceedings and decisions of BCMF meetings shall be maintained by BCMF. Minutes shall be distributed to all BCMF members and reported to staff as needed. Minutes, agendas and supporting documentation will be made available to any BCMF Board member upon request.

BCMF Board members shall attempt to meet once a month on a regularly scheduled date to conduct business, but in any event, the Board must meet at least quarterly. Such meetings may be supplemented with conference calls as required. Additional meetings may be called at BCMF's discretion based on the availability of members, the urgency of the matter, and/or available funding.

Meetings can be rotated throughout the Regions. In the event that a Board member is not able to attend a Board Meeting, that member may send an alternative to the Board Meeting. The alternative may represent the absent Board member by speaking to and participating in the debate of items on the agenda. However, an alternative may not participate in the vote related to disposition of an agenda item.



---

#### 4.2.2 PROCEDURES

##### A. Quorum of the Board

To form a quorum for a BCMF Board of Director meeting, a minimum of 50% of the current Board members, including the President, must be present. There is a maximum of 14 seats on the BCMF Board.

##### B. Decision-Making

BCMF will employ a consensus decision-making model for all its decision-making. Consensus decision-making is a group decision-making process that seeks not only the agreement of most participants, but also to resolve or mitigate the objections of the minority to achieve the most agreeable decision. Where consensus cannot be reached it is the responsibility of the dissenters to propose solutions to resolve the disagreement. If agreement cannot be reached through further efforts, decisions will be made by simple majority, of (50% plus 1) of votes.

##### C. Conduct of Board Meetings

1. The President, or, in the absence of that person, the Vice President, will chair meetings of the Board.
2. The Chair of the meeting will introduce each item on the agenda.
3. The Board member who placed the item on the agenda will be required to speak to the item.
4. Other Board members will be provided with an opportunity to respond to the item.
5. The Board member who placed the item on the agenda will be provided with a second opportunity to summarize and present his or her case.
6. The item will be debated by the Board as a whole.
7. At an appropriate time, the chair will call for a motion and a second on the item.
8. The Chair will call for an open vote (show of hands) on the motion. The passing of a motion is reflected in a simple majority vote.
9. A Director at a Board meeting is entitled to one vote.
10. The Chair will summarize the decision of the Board for inclusion in the minutes.

---

D. Minutes of Meetings of the Board

The formal minutes of Board Meetings will be distributed to all Board members within one week of conclusion of the meeting.

E. Monitoring of Board Decisions

1. The Vice President of the Board will conduct a follow-up with every person responsible for taking action on a Board decision to determine the completion status of the item.
2. A status report on outstanding items will be prepared by the Vice President for inclusion on the agenda of the next meeting of the Board. The report will show the item, the action that was to be taken, who was to take the action and the reason why the item has not been addressed.

4.3 IN-CAMERA MEETINGS

4.3.1 POLICY

In-camera meetings may be convened when there is a need to:

- Advance the interests of BCMF with privileged discussion based on the premise of appropriate consultation;
- Protect the confidentiality of the matters discussed;
- Allow free discussion on sensitive issues; or,
- Have an off-the-record discussion.

4.3.2 PROCEDURES

1. The Board, or the Executive Committee of the Board, will determine the requirement for an in-camera meeting. The requirement for an in-camera meeting may encompass an entire meeting or a portion of a regular meeting.
2. All discussions during an in-camera meeting will be off the record.
3. Names of Directors present will be recorded.
4. Only a summary of motions/actions/decisions made will be recorded.
5. No person will be identified in any of the motions/actions/decisions recorded in the minutes.
6. Amendments to the minutes will be submitted to the President prior to the next Board Meeting to ensure confidentiality of information.
7. Minutes, as amended, will be submitted for review and approval, at the next Board Meeting.

---

#### 4.4 ANNUAL GENERAL MEETINGS

##### 4.4.1 POLICY

BCMF will hold an annual general meeting of the membership.

The President of the BCMF Board of Directors will chair the Annual General Meeting unless BCMF members request an independent chair.

---

## 5 CONFLICT OF INTEREST AND RESOLUTION

### 5.1 CONFLICT OF INTEREST

#### 5.1.1 POLICY

The Directors of the BCMF Board have been entrusted by the organization's members to promote and protect BCMF's interests. Those interests include a commitment to growing and promoting a sustainable, culturally rich Aboriginal tourism industry in BC. Inasmuch as BCMF's principles recognize the need to foster values described as balanced, ethical, collaborative, transparent and open, it is important that Directors be seen always to place the interests of BCMF above their own when engaged in BCMF business. The following points are intended to provide guidance for the BCMF Board and for individual Directors in cases where real, apparent, or potential conflicts of interest may arise.

#### 5.1.2 DEFINITIONS

Conflicts of interest include situations:

- Where Directors' private affairs or financial interests are in conflict with their duties and responsibilities or result in a perception that a conflict exists;
- Where a Director's actions compromise or undermine the trust which the public and members place in BCMF; and
- Which could impair or appear to impair the Directors' abilities to act in BCMF's interest.

Conflicts of interest can include both financial and material interests. In addition to actual conflict of interest, apparent or potential conflict of interest may also arise. An apparent conflict of interest occurs when the answer to the following question is "yes":

- Would a reasonably informed person perceive that the performance of the Director's duties and responsibilities could be influenced by his or her financial or material interest?

For example, any time a Director is also directly engaged in a project sponsored or supported by the institute, there is the possibility of an apparent conflict of interest.

A potential conflict of interest is a situation that may develop into a real conflict of interest.

---

### 5.1.3 TYPES OF CONFLICTS OF INTEREST

- Self-dealing: In the Director's BCMF role, the individual makes decisions that financially or materially affect the Director as a private citizen or the director's immediate family.
- Accepting benefits: In the Director's BCMF role, the Director accepts substantial gifts, bribes, services, or other significant benefits that may be perceived to influence the director.
- Influence peddling: The director accepts benefits in exchange for exerting influence or giving preferential treatment to the giver of the benefit.
- Using BCMF property: The director uses BCMF property (e.g. photocopiers, telephones) for non-BCMF business.
- Using confidential information: The director uses confidential information acquired because of BCMF work for private gain.
- Post-appointment: Confidential information that has been gained in the director's role is used for private advantage after leaving BCMF.

### 5.1.4 PROCEDURE

The following guidelines direct all actions and decisions regarding potential and actual conflict of interest in activities sponsored or supported by BCMF. These principles apply to both for-profit and not-for-profit activities. Every Director shall:

- Act in the best interests of the members of BCMF;
- Not communicate confidential information to anyone not entitled to receive the same;
- Not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the members of the society generally, to further, or seek to further, a Director's private pecuniary or other interest;
- Not use his or her position as Director to secure special privileges, favours or exemptions for himself or herself personally or for any other person;
- Not place himself or herself in a situation where he or she may be under obligation to someone who has business dealings with BCMF and who could benefit from special consideration or treatment;
- Not use his or her position to influence a decision to be made by another person to further a Director's private pecuniary or other interest;
- Avoid any situations that could cause any person to believe that he or she may have brought bias or partiality to a question before the Board;
- Not participate in decisions from which he or she could benefit financially or materially;
- Regard benefits accruing to immediate family as if the Director in question were to benefit;

- 
- Not use his or her position or information obtained there from to provide an unfair advantage to him or herself, including cases involving grants for funding and other approvals and appointments.
1. It is the duty of the BCMF Board of Directors to decide whether such individual may participate in any discussions or vote on the issue that has given rise to the conflict.
  2. Directors must withdraw from participation in any way in decisions in which they have a financial or material interest.

When a Director is deemed to be in a conflict of interest, he or she will immediately vacate his or her position where he or she votes on a proposal in which he or she is directly or indirectly involved. With respect to any issue brought before the Board or Executive Committee to recommend or approve BCMF's participation in a specific contract, transaction, or market development program where any Director has a conflict of interest, the Director shall:

- Immediately disclose in writing to the Chair of the Board of Directors or to the Executive Committee that the conflict of interest exists and indicate the nature of the conflict of interest;
- Absent himself or herself from the room while the issue is under discussion; however, if such person must remain in meetings in order to fulfill his or her administrative responsibilities, he or she shall not participate in any discussion regarding the application or other issue that has given rise to the conflict of interest;
- Refrain from voting on the issue; and,
- Not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.

Should a director be found to be in conflict of interest that has not been disclosed to the Board as required in bullet 1 above, the Board may:

- a) require the Director to provide full disclosure of the nature of the conflict of interest;
- b) by special resolution as per Article 5.10 of the BCMF bylaws, remove said Director from the Board.

#### 5.1.5 EXAMPLES OF CONFLICT OF INTEREST AND PROCEDURES

1. When a Director is involved in evaluating applications and granting awards for funding on behalf of BCMF:
  - a) (i) is the applicant, co-applicant, or co-signor; or,
  - (ii) is a senior official from the same organization as an applicant;

---

then, unless otherwise directed in writing by BCMF, such person shall disclose the fact of the conflict to BCMF and not participate in any evaluation of the application or competing proposals.

- b) (i) belongs to the same organization as an applicant;
- (ii) is an applicant's colleague;
- (iii) is a competitor of an applicant or involved in an organization or business that is a competitor of the applicant; or,
- (iv) is directly involved in collaborative activities with the applicant;

then, unless otherwise directed in writing by BCMF, such person shall disclose the fact of the conflict to BCMF and not be assigned the applications for review.

- 2. Any proposal for funding submitted by Directors in which they, their relatives, or their friends have a financial interest must be forwarded to a minimum of two external reviewers for independent evaluation.

## 5.2 CONFLICT RESOLUTION

### 5.2.1 POLICY

The BCMF Directors will work together to ensure that conflicts are avoided. However, in the event that a conflict arises, the Directors agree to follow the procedures outlined below.

### 5.2.2 PROCEDURE

In the event that a conflict arises, the Directors agree to follow the steps outlined below:

- 1. First attempt to resolve the issue amicably;
- 2. If necessary, the President shall schedule a conference call among all of the Directors so that the issue can be discussed and a solution arrived at;
- 3. If the matter is not resolved amicably or through a Board conference call, the Directors agree to appoint a mediator;
- 4. The mediator will assist the Directors in reaching a mutually satisfactory outcome;
- 5. If an agreement is not reached, the Directors agree to allow the mediator to make a final determination on the matter, based on BCMF policy, practice and the principles of fairness; and,
- 6. The mediator or the President shall prepare a memo of the resolution of the conflict in writing to be provided to all of the Board members.

## **6 COMPLIANCE**

### **6.1.1 POLICY**

The Board and President will act in accordance with the approval Board Manual.