

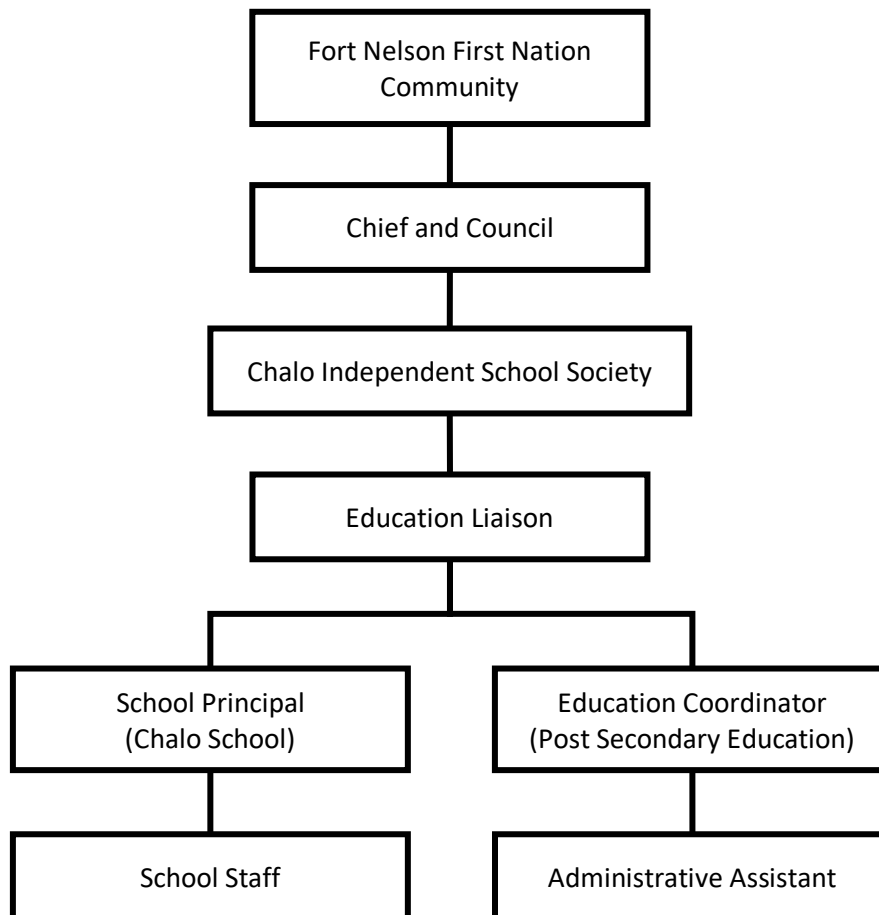
Chalo Independent School Society

Governance Policy

CHALO INDEPENDENT SCHOOL SOCIETY

The Fort Nelson First Nation (“FNFN”) recognizes education as a key goal for the positive future of the community. In 1982, the Nation established Chalo School to increase community involvement in the education of the Nation's children. In 1985, Chief and Council resolved through a Band Council Resolution that the Community Education Authority would have authority and responsibility for all Education Programs of the Nation. The Community Education Authority acted under the delegated authority of the Council of the Fort Nelson First Nation. In 2002, the Chalo Independent School Society (“CIS”) was incorporated, replacing the Community Education Authority.

The seven-member Society oversees all Education Programs of the Nation, which include Chalo School, Post-Secondary Student Funding, and Adult Education. Further, the Society is responsible to liaise with the local school district for FNFN students and Non-Governmental Organizations. All government education negotiations are the responsibility of Chief and Council.



The Chalo Independent School Society Board (the “Board”) will consist of seven voting members selected by FNFN Chief and Council through an application process and one non-voting member of Council appointed as Chief and Council’s representative on the Board who will act as a liaison between the Board and Chief and Council. The FNFN Executive Director is

authorized by Chief and Council to act as a non-voting resource to the Board when needed. The Board members act as both the Directors of the Society and are also the only members of the Society for the duration of their appointments.

APPOINTMENT PROCESS

In August of each appointment year, starting in August 2023, Chief and Council will cause to be published a posting seeking applications for appointment to the CIS Board for a two year term, ending in August. Applications will be screened to eliminate any that do not meet the qualifications outlined herein. From the remaining applications, Chief and Council will conduct interviews and shall select the candidates who they assess as best qualified to act as a Board member. Board members will be required to supply references and submit to a criminal record check. An appointment to the Board may be revoked if the candidate has a criminal record check showing a conviction for an offence involving a minor.

For the appointment process in August 2023 only, the two Board Members elected in 2022 will be offered 2 year appointments, ending in 2025.

In order to be considered for appointment to the Board, individuals must meet the following qualifications:

- (a) Five members must be from the FNFN;
 - (b) Four of the five members, must reside within the territorial jurisdiction of FNFN;
 - (c) Two additional members should have experience in the Education Field, and do not have to be members of the FNFN;
 - (d) All members must be at least 25 years of age;
 - (e) Have demonstrated an interest and involvement in education; and
 - (f) None of the seven appointed voting members may simultaneously sit on FNFN Council.
- Any Board member who is elected to Council must resign from the Board, or have their appointment revoked by Chief and Council.

BOARD MEMBER CODE OF CONDUCT

1. Board members shall act in the best interest of the Fort Nelson First Nation and shall perform their duties honestly, impartially and in good faith.
2. Board members shall be accountable to the Chief and Council and the FNFN Community and shall conduct their business in an open and transparent manner.
3. Board members shall demonstrate leadership that reflects the priorities of the Community for education.
4. In fulfilling their responsibilities, Board members shall adhere to this policy and all applicable FNFN policies, including the Conflict of Interest Policy.
5. Board members shall conduct themselves professionally and respectfully in their dealings with one another, the Principal, the Education Coordinator, Education Liaison, other staff members, Chief and Council, and Community members.
6. Members will be compassionate and understanding in fulfilling their roles and will conduct themselves fairly in performing their responsibilities.

7. In carrying out their responsibilities, Board members will act within approved budgets and will ensure that the allocation of funding is done in an equitable manner, without regard to family connections or any other irrelevant considerations.

DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board will determine policy directions in education and oversee education services for the Nation. The Board will ensure the effective and efficient operation of the Nation's Education Programs and shall delegate strictly administrative duties to the employees of the Society, through the Education Liaison. The Board is also responsible for ensuring that the requirements of the Societies Act are carried out to maintain the Society in good standing. The Board will oversee and hold final approval of the following:

- (a) Oversee the Chalo school operations and property and ensure that all required insurance and licenses are in place.
- (b) Ensure the programs and curriculum for Chalo School meet the required provincial standards and the educational requirements of the students;
- (c) Facilitate and assist in First Nations Language and Culture programs for public schools as appropriate;
- (d) Hiring, retention and dismissal of the Education Liaison to secure the efficient and effective operation of the Nation's Education Programs;
- (e) Establish school budgets and ensure that those budgets are adhered to and provide and present quarterly reports to the Fort Nelson First Nation Chief and Council;
- (f) Cooperate with other agencies in the integrated delivery of services to students on reserve;
- (g) Establishment of agreements with the province and other external education agencies for the delivery services of educational services for members;
- (h) Submission of an annual report to Chief and Council and the community. The annual report will include: i) student achievement data; ii) plans for ongoing quality of education; and iii) financial report;
- (i) Submission of all required reports under the Societies Act, including such updates as are necessary to reflect new appointments to the Board in a timely fashion.

OVERSIGHT OF BOARD MEMBERS

FNFN Chief and Council is responsible for overseeing the conduct of CIS Board members and for ensuring that such conduct is appropriate and compliant with the requirements of this Policy.

If Chief and Council believes that a Board member has breached this Policy, it will provide the Board member with an opportunity to address its concern at an in-camera meeting. In the event that Chief and Council, after hearing from the Board member, is not satisfied with the explanation, Chief and Council will provide the Board member with a written warning describing the reason for the warning and what the Board member must do to avoid any further warnings.

A second breach of policy or expectations by a Board member which cannot be explained to the satisfaction of Chief and Council will result in a one month suspension, during which time the

Board member shall not attend meetings or receive honoraria. Any further breach of policy or expectations by the Board member will result in the revocation of the Board member's appointment by vote of Chief and Council.

In the event that a Board member is absent for three consecutive meetings without reasonable cause, his or her seat will be declared vacant by Chief and Council and Chief and Council will begin the recruitment process to replace that Board member. It is the responsibility of the Board Chair to notify Chief and Council if a Board member is absent from three consecutive meetings. If there are four months or less remaining in the term of the disqualified Board member, the seat will remain vacant for the remainder of the term.

Any Board member who is elected to the FNFN Council and who refuses to resign from the Board will have their appointment revoked by the FNFN Council. If there are four months or less remaining in the term of the disqualified Board member, the seat will remain vacant for the remainder of the term.

RESIGNATION

A member may resign his or her office by giving written notice to the Chairperson. The notice will be presented at the next duly convened Board meeting. The Chairperson shall forward the notice to the FNFN Chief and Council, which shall appoint a new Board member, unless there are four months or less remaining in the term of the resigning Board member, in which case the seat shall remain vacant for the remainder of the term.

REMUNERATION

Board members shall be eligible to receive honoraria for attending meetings. Members are not paid for meetings they do not attend. The approved rates for attending meetings are set out in Schedule "A" to this Policy and may be amended from time to time, with the approval of FNFN Chief and Council.

MEETINGS

a) Regular Monthly Meetings

The Society shall hold regular monthly meetings. Members shall prepare themselves for meetings by reading all materials circulated in advance of the meetings; listening respectfully and attentively to all discussions, and focusing on the business at hand. Members will not interrupt speakers, make personal comments or otherwise disturb the process of a meeting.

The Society shall also hold an Annual General Meeting ("AGM") at which time the Board shall provide an annual report to Chief and Council summarizing the activities of the previous year. Community members shall be invited to attend the AGM.

Attendance at Board meetings is compulsory for all Board members. Where a Board member cannot attend a meeting, he or she must inform the Board Chair as soon as possible.

FNFN members are welcome to observe all meetings as per the FNFN Observer Protocol; however, where affairs are deemed confidential, an in-camera or closed meeting will be held. Affairs are considered confidential when they involve discussion about the personal information of employees (such as performance issues, salary level, health issues or requests for leave), personal information about specific students (such as behavioural issues, family issues or grades) or where personal information about parents, other family members or guardians will be discussed as related to an educational issue.

b) Conduct of Meetings

At the first meeting in August of each year (or the first meeting conducted after the appointment process during an appointment year), the Chair and the Vice-Chair shall be selected by the Members by secret ballot. The Chair shall preside at all meetings and shall fulfill all the duties of a Chair.

If the Chair is absent from a meeting or otherwise unable to carry out their duties, the Vice-Chair shall take the place of the Chair for that meeting or as necessary to carry out the Chair's duties.

For purposes of the Societies Act filings, the Chair shall serve as the President of the Society and the Vice-Chair shall serve as the Vice-President of the Society for the duration of their appointment terms.

A duly convened meeting requires a quorum; the quorum is a majority of the members holding office at the time of the meeting.

All decisions must be made by resolution (proposer, seconded, and majority vote in favour).

c) Special Meetings

A special meeting may be held to address urgent business that arises between monthly meetings, that cannot wait to be addressed at the next monthly meeting. Examples of urgent matters would include, for example:

- Where there is an emergency at Chalo School that is a danger to students and/or staff;
- Where the principal of Chalo School becomes incapacitated or unable to carry out his or her responsibilities without prior notice;
- Where there is an outbreak of a contagious disease or illness within the community that poses a danger to students or staff;
- For any other emergency situation that affects the safety or security of the school, school property, staff members, or students.

A request for a special meeting can be made by any Board member in writing to the Chair. The request must be accompanied by an explanation as to why the topic for the meeting cannot wait to be addressed at the next monthly meeting.

The special meeting shall be conducted in the same manner as a regular monthly meeting. The Chair shall have the discretion to conduct the meeting electronically, via Zoom or Teams, as

necessary. Meeting minutes shall be taken regardless of the format of the meeting.

d) Records of Meetings

Notes of all meetings shall be recorded and certified correct by vote at the following meeting. The meeting notes (unless confidential in nature) shall be made available to the FNFN members during regular office hours.

During in-camera (closed) sessions, meeting notes shall be taken but such notes shall not become available for FNFN members to review. Such notes shall be recorded and certified correct at the next in-camera meeting (or at an in-camera portion of the meeting) and shall be kept in a separate confidential file of in-camera notes that will be stored by the CIS Administrative Assistant in a locked cabinet.

FINANCE

a) Reporting Requirements

The Board will ensure that all reporting requirements are met with respect to any federal funding agreements, as well as with respect to the funding provided by the Provincial Ministry of Education and with respect to funding provided by the First Nations Education Steering Committee, and any grant funders that transfer funds directly to the Society.

b) Accounts and Audits

The Board shall ensure that any information required in order to complete the annual audits of the Society and/or of the Fort Nelson First Nation is supplied in a timely fashion. The Board will have ultimate responsibility for ensuring that any restrictions on such funding are fully complied with so as not to prejudice any further funding arrangements.