



Executive		
Policy title:	Governance Advisory Committee - Terms of Reference	
Related documents:	Definitions (GOV – 1.1); G’Chi-Naaknigewin; Financial Administration Law; Land Code; Governance Manual	
Policy number:	GOV – 16.3.3	Governance Manual
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Atikameksheng Anishnawbek

Governance Advisory Committee

TERMS OF REFERENCE

Interpretation

Capitalized terms used in these Terms of Reference have the meanings set out in the Definitions policy of the Governance Manual (GOV – 1.1), unless otherwise defined in these Terms of Reference.

References to other Atikameksheng Anishnawbek laws, policies, or instruments are to be read as they may be amended from time to time.

1. Vision

Atikameksheng Anishnawbek is a vibrant and self-sustaining Nation supported by the highest level of governance and empowerment. This expresses itself at Council level, at all Committee and Advisory Council levels, and through the sustained engagement of all Debendaagziwaad.

2. Mandate and purpose

Whereas Atikameksheng Anishnawbek acknowledges the need to adopt governance policies and practices that respect our traditional values, beliefs and customs;

And whereas Atikameksheng Anishnawbek proceeds in the transition from a Nation governed by the *Indian Act* to a Nation that is governed by our G'Chi-Naaknigewin (Atikameksheng Supreme Law);

And whereas Atikameksheng Anishnawbek acknowledges the need to continually assess how our heritage has been shaped by colonial decision-making structures and processes;

And whereas Atikameksheng Anishnawbek, as an integral priority of its Comprehensive Community Plan, recognizes that an advisory committee, accountable to Atikameksheng Anishnawbek and operating under the authority of Gimaa and Council, is required to assist and to support Council in the establishment and maintenance of our own governance structures, policies, procedures and processes;

And whereas Gimaa and Council have provided direction and mandate for the creation of such an advisory committee;

Therefore, the Atikameksheng Anishnawbek Governance Advisory Committee is responsible to support the development, revision and on-going implementation of Atikameksheng Anishnawbek's governance laws, policies and procedures so that Council members understand their duty to fulfil their roles and responsibilities, in conformity with Council's commitment to ensure the highest level of governance, in accordance with its enacting legislation, by-laws, policies and procedures.

3. Goals and Objectives

Under the authority of Gimaa and Council and being true to our traditional values, beliefs and customs, the Atikameksheng Anishnawbek Governance Advisory Committee has the following goals and objectives:

- o To support and advise Council in the development, revision and overall implementation of its governance policies and procedures;
- o to ensure that Councillors are informed of recent governance related changes and developments and can assess the need for policy revision and development;
- o to be accountable and transparent in providing advice regarding the on-going functioning of Council meetings as well as the functional frameworks of Committees;
- o To uphold the reputation of Atikameksheng Anishnawbek while supporting the empowerment of our evolving Debendaagziwaad;

- o to abide by Anishinaabe values and vision, by its laws, regulations, procedures and code of ethics.

4. Composition

The Governance Advisory Committee consists of the following members:

- o Two (2) Councillors;
- o At least three (3) and up to six (6) other Atikameksheng Anishnawbek Debendaagziwaad;
- o Ex-officio members include Gimaa, the CEO, the CAO, the Director of Political Affairs, and external experts on an as-needed basis; ex-officio members do not have voting rights.

The Chair of the Committee is the Councillor who is the lead portfolio holder and does not vote. Their alternate is Gimaa, a Councillor, or the Chief Executive Officer.

5. Terms

The members of the Committee must serve as follows:

- o Gimaa or their delegate, and Council members must be appointed to the Committee as soon as practicable following their election and must serve on the Governance Advisory Committee to the end of their term on Council.
- o Debendaagziwaad must serve four-year terms starting two years into the term of Gimaa and Council members.

6. Resignations and removals

A member is removed from the Governance Advisory Committee for:

- o A breach of conflict of interest;
- o A breach of confidentiality;
- o Not attending three consecutive meetings without prior notice or approval by the Committee;
- o Not acting honestly, in good faith, and in the best interests of Atikameksheng Anishnawbek, as determined by the Committee, upon approval of Council.

Resignation letters from Committee members are to be submitted to Council in writing with two weeks' notice.

Leaves of absence for personal reasons or commitments are granted to members, for a period of up to six months.

7. Remuneration and honorarium

As per current Atikameksheng Anishnawbek Financial Governance Policy, Councillors and Debendaagziwaad appointed to the Governance Advisory Committee receive remuneration and/or honorarium for attendance at meetings.

8. Duties and responsibilities

a. The Governance Advisory Committee is responsible to:

- o develop and revise governance policies through the establishment and maintenance of the Atikameksheng Anishnawbek Governance Manual;
- o advise Gimaa and Council on the on-going implementation of its governance policies and formulate recommendations to this effect;
- o provide focused advice directly to Gimaa and Council on critical issues such as Code of Conduct, Conflict of Interest, and other Council member related areas, and seek external expertise as needed;
- o oversee the annual evaluation of Council processes and meetings;
- o *assist* with newly elected Councillors' orientation regarding their roles and responsibilities;
- o allow for open and efficient deliberations among members of the Committee, in person, through written exchanges or through other means;
- o report to Gimaa and Council.

b. Members of the Governance Advisory Committee are responsible to:

- o support the goals and objectives of the Atikameksheng Anishnawbek Governance Advisory Committee;
- o actively participate in Committee meetings;
- o share expertise and perspectives on issues and initiatives of the Committee;
- o review documents, as required, as per the Consultation and Accommodation Protocol;
- o act honestly, in good faith, and in the best interests of Atikameksheng Anishnawbek at all times;
- o abide by the Code of Conduct, the Conflict of Interest policy, and the Oath of Confidentiality;
- o have an open mind, an analytical disposition and an ability to work as part of a collective;
- o exert discretion and commit to guarantee the confidentiality of their discussions.

9. Operations

a. Meetings

The Committee meets quarterly or more frequently.

- o A comprehensive workplan & budget are established annually to support the work of the Committee.
- o The frequency and length of meetings varies depending on the workplan, including the level of engagement, the number of policies and procedures to be developed and revised, and on the issues to be addressed.
- o The Committee holds additional teleconferences and communication as required.
- o Meetings are scheduled in advance and members are informed (by email or other method) of upcoming regularly scheduled and special meetings;
- o Committee members can recommend meeting agenda items to the Chair; meeting agenda and documents are provided to Committee members prior to meetings (see below).

b. Quorum

A quorum will exist when 50% + one of the voting Committee members are present; the Chair of the Committee is not counted when determining quorum.

c. Decision Making

Consensus First

- o GAC members strive for consensus-based decision-making, aligning with Anishinaabe traditions, allowing for deep discussion and understanding before acting.

Majority Vote

- o If consensus cannot be reached, decisions are made by a formal majority vote of those present (50% + 1). Once a decision is made by Committee, all members are expected to publicly support and respect the collective decision, maintaining a unified front, even if they personally voted against it.

d. Agendas, Minutes and all supporting documents

Committee agendas, minutes and all other related documents are prepared by the Manager of Political Operations and / or their designate. Electronic copies of documents and minutes will be available on a secured internet/shared drive, accessible only to Committee members.

10. Conflict of Interest

Governance Advisory Committee members must adhere to the current Atikameksheng Anishnawbek Conflict of Interest Policy.

11. Confidentiality

At the beginning of each term, each Committee member will sign a confidentiality agreement. The confidentiality agreement will be reviewed and signed on an annual basis.

12. Reporting and Communications

Reporting to Gimaa and Council

- o Reports to Council (including Committee activities and status of activities with third parties) are presented by the Chair.
- o Where required, and upon approval by Gimaa and Council, informational reports are prepared and shared with the broader Debendaagziwaad.
- o All emails and documents produced, sent and received in relation to the Committee are to be saved in a dedicated Committee directory.