



## **Improving Health Governance in First Nations Communities: Model Governance Policies and Tools**

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# Improving Health Governance in First Nations Communities: Model Governance Policies and Tools

## I. Introduction

What follows is a package of governance policies and tools designed for use by health structures in First Nations communities. The policies included are drafted on the assumption that a First Nation has established a corporate body under federal or provincial law to guide the delivery of health programs in the community. For those First Nations that have not taken this step, there is a policy addressing the relationship of committees of council to the central body. The other policies could be adapted for use by such a structure as well.

Before presenting the policies themselves, the paper provides some background on why policies are needed and the role they might play in the governance of an organization. As will be shown, well-crafted and consistently enforced policies are one of many means of advancing good governance. And good governance, in turn, provides a means to the overarching end of providing high quality health care to First Nations communities.

Before proceeding to the model policies (III) the paper presents some introductory material on governance, good governance and the role of the board in good governance (I) as well as on policies as an instrument to promote it (II).

### **Governance**

What is governance? Broadly understood, governance is an ordering of human relationships such that harmony and a common direction prevail. It can occur in various contexts, whether in a family, in the boardroom of a not-for-profit organization, or at community, regional, national and global levels. No matter what the level, governance involves the more strategic aspects of steering, the larger decisions about direction and roles.<sup>1</sup> Notably, governance is not identical to government. Although governance involves governments, it includes actors and influences extending beyond them.

Speaking of governance at the nation-state level, the World Bank expressly includes not only formal institutions but also traditions as a major component of governance:

Governance consists of *the traditions and institutions by which authority in a country is exercised*. This includes the process by which governments are selected, monitored and replaced; the capacity of the government to effectively formulate and implement sound

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<sup>1</sup> See here John Graham, Bruce Amos and Tim Plumptre, “Governance Principles for Protected Areas in the 21<sup>st</sup> Century,” Institute On Governance (June 2003), 2–7.

policies; and the respect of citizens and the state for the institutions that govern economic and social interactions among them.<sup>2</sup>

The “traditions” component gains special importance for many First Nations communities, which are now seeking to re-establish institutions that reflect their cultures and traditions. Among many others, researchers at the Harvard Project on American Indian Economic Development support this effort. They have presented cultural match as a key factor in promoting both economic development and socio-economic wellbeing among tribes in the United States. Yet the Harvard researchers also identified further factors of tribal wellbeing, including leadership, strategic orientation and capable governing institutions.<sup>3</sup> In their words:

It is obvious even to the most casual observer that some governments are more effective than others. Some societies have governments that use the rules in creative and effective ways, solving numerous problems, growing their economies, carrying out the functions of government smoothly, and giving their people rich opportunities to live productive and fulfilling lives. Other societies have governments that are confused about their responsibilities and functions, abuse the rules, or even rewrite them so that a few people can enrich themselves at the expense of others. Sometimes governments make such a mess of things that the society itself is threatened with collapse.<sup>4</sup>

Building on the Harvard research, it is clear that not merely governance according to tradition but *good* governance is key to the well-being of First Nations communities. This research converges with international evidence arising from such sources as the World Bank and the United Nations Development Program.<sup>5</sup>

## **Good Governance**

What then is good governance? Since at least 1997, the IOG has relied on five principles as its touchstone for thinking about and advising on governance issues. Providing an ideal rather than something any one society has ever attained, the principles represent a goal or destination. Briefly, they are:

### **1. Legitimacy and Voice**

Citizens/members believe in the appropriateness of the governance system and adhere to its rules. Beyond this, all men and women have some voice in decision-making.

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<sup>2</sup> See <http://info.worldbank.org/governance/wgi2007/home.htm>. Viewed on January 18, 2008. Emphasis added.

<sup>3</sup> Stephen Cornell and Joseph P. Kalt, “Two Approaches to the Development of Native Nations: One Works, the Other Doesn’t,” Miriam Jorgensen, *Rebuilding Native Nations: Strategies for Governance and Development* (Tucson: University of Arizona Press, 2007), 20–27.

<sup>4</sup> Stephen Cornell, Catherine Curtis, and Miriam Jorgensen, “The Concept of Governance and its Implications for First Nations: A Report to the British Columbia Regional Vice-Chief, Assembly of First Nations,” Native Nations Institute for Leadership, Management, and Policy (August 2003).

<sup>5</sup> Daniel Kaufmann et al, “Governance Matters,” *World Bank* (August 1999); also United Nations Development Programme, “Human Development Report 2002: Deepening democracy in a fragmented world.” Available at <http://hdr.undp.org>.

## 2. Direction

There is a strategic perspective on collective development, along with a clear sense of what is needed to achieve it.

## 3. Performance

Collective institutions serve their stakeholders effectively and efficiently and services rendered should be of good quality and respond to the needs of their recipients.

## 4. Accountability

There are mechanisms whereby officials answer on how they exercise their powers and duties, act on criticisms or requirements made of them and accept at least a share of the responsibility for failure, incompetence or deceit.

## 5. Fairness

There is impartial and equitable application of the rule of law, manifested in sound legal and regulatory frameworks, independence of judiciary functions from the political leadership, due process, and adequate dispute resolution mechanisms.

The IOG principles are goals or ideals rather than something any one government or public entity can fully achieve in practice. These goals cannot be pursued independently of each other. Excessive focus on accountability, for example, can negatively affect performance. The principles are very abstract, allowing many possible interpretations. And the devil is often in the details of applying them. Finally, history, culture and technological level will all influence both understanding and application of the good governance principles.

### ***Good Governance in an Aboriginal Context***

If culture and traditions matter, how might the good governance principles look in an Aboriginal context? The IOG has done some work in this area and concluded that interpretation of the principles just outlined might vary.<sup>6</sup> For example, *legitimacy and voice* may entail a strong sense of group cohesion and emphasize consensus. *Fairness* may involve a unique view of respect and balance throughout the system and the *rule of law* might be heavily rooted in oral traditions in addition to written legislation. *Direction* may tend to derive from attunement to the land and the Creator as well as adherence to the shared culture. *Performance*, particularly in use of resources, may be based on a sense of the place of humans in nature and a deep respect for the land and its creatures. *Accountability*, finally, may be built in to family, kinship, and community ties.

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<sup>6</sup> Jodi Bruhn and John Graham, "In Search of Common Ground: Reconciling the IOG Governance Principles with First Nations Governance Traditions," Institute On Governance (at [www.iog.ca](http://www.iog.ca) in March, 2009 forthcoming).

In designing and governing a health authority, a First Nation will likely wish to incorporate its core principles and worldview. Yet no matter what its tradition, it will seek to promote good governance within the organization as a means to attaining excellence in health care.

This quest must begin with the board.

### ***Good Governance Begins with the Board***

Although it does not end with the central governing body of a community or organization, good governance certainly begins with it. In the case of a First Nations health corporation, that body is the board. A well-governed board promotes a healthy work environment and service excellence for the entire organization.

Broadly speaking, boards provide the organizations they preside over with:

- Representation
- Leadership
- Stewardship
- Accountability

In the area of *representation*, the board represents the health organization on at least three fronts: to the users of its services, its government funders, and the public. Boards are the acknowledged spokespersons for their organizations. In providing *leadership*, they equip their organizations with vision and mission, even with their identity. Boards decide on issues of strategic direction and planning and determine the organization's internal infrastructure and policies. These central roles provide boards with a great deal of power over the organizations they lead.

The flipside of this power is the heavy responsibility that boards bear toward their organizations. Boards play a *stewardship* role, meaning that they should always act in the best interest of their organizations. This involves ensuring that adequate human and financial resources are in place as well as attempting to discern the risks the organization faces and ensure that it can meet them. The final role of boards is to ensure *accountability* through such things as routine monitoring, evaluation and frequent reports on activities. A board, while respecting its distinct status from the staff, should always attempt to ensure that the operations of the organization are transparent. The code of conduct presented in this policy package serves as a tool to promote a general ethos of stewardship, professionalism and accountability both within the board and throughout the organization.

A board that governs well will perform its four roles effectively. Partnering with the executive director, its chair will provide leadership for the organization. Placing a premium on service excellence, a good board will convey this to the staff through the executive director. It will establish clear policies and procedures to avoid possible conflicts. And it will base its major decisions on relevant, sound information obtained through the directors or committees assigned to specific tasks or areas.



Internally, well-functioning boards are built on mutual trust and teamwork. Free of conflicts of interest or factionalism, they take seriously their fiduciary duties toward the organization. This in turn builds the credibility of the organization, enables it to manage its risks, and promotes its financial stability.

Due to the critical importance of the board to the overall effectiveness of the organization, this policy package focuses heavily on board governance. Beyond policies outlining the respective roles of the board and staff and managing the conduct of board meetings, the package also includes the following tools: a hand-out identifying characteristics of high performing boards (Appendix A), a rating form for evaluating board performance (Appendix B), and a tool designed to identify high quality potential board members (Appendix C).

## II. A Primer on Policy

One of the major tasks of the board of any health organization will be to develop policies. In view of this and as an introduction to the model policies that follow, this section provides a brief primer on policy. After discussing what policies are and their purpose, it presents different kinds of policies. It then outlines what information policies typically contain and provides some tips on the process of developing and implementing them.

### ***What are policies and what is their purpose?***

Broadly speaking, policies can be understood in various ways, such as:

- Sets of decisions made by a government or governing body around a given issue
- Guides regulating the conduct of board members and their staff
- Frameworks for action presenting goals, how they will be achieved and by whom

One major purpose of policies is to clarify roles and procedures. Policies cannot cover everything that would occur in practice, but they can make life easier by providing general guidelines. Organizations adopt policies for various reasons, including to save time, to establish consistency, and to minimize liability. Good policies allow organizations to avoid significant problems such as lawsuits. They clarify who is responsible for what, establish a mechanism for appeal or redress in cases of complaints, and provide a framework for evaluating progress.

Because policies are costly to develop and implement, organizations usually develop them only in response to issues that occur fairly regularly. Ideally, the policy would manage the issue by establishing procedures, roles, redress and evaluation mechanisms that address it. Notably, a policy cannot make a problem disappear entirely—as real-life situations that cannot be captured by any policy will always arise.

### ***Kinds of policies***

Within the general category of policies and codes it is useful to identify three types. These are:

- Governance codes and policies (for structures, roles, conduct and responsibilities)
- Administrative policies (for such areas as financial and HR management)
- Program policies (for the various program areas within the health authority)

The policies contained in this package are *governance codes and policies*. In First Nations communities, such policies address such things as: the relationship of arms-length organizations to Chief and Council; the role and structure of committees of Council; and the role of the person responsible for staff (called variously the Executive Director, Director of Operations, Chief Executive Officer or Band Manager).

Governance codes and policies may also address matters such as Council meeting procedures or general codes of conduct. Many Aboriginal governments and organizations also use written codes of conduct, oaths of office, and conflict of interest rules as important tools for ensuring that leaders do not overstep their political responsibilities and that staff conduct themselves in an appropriate manner. In some instances, organizations have seen fit to establish separate codes for elected leaders and/or to require the public taking of an Oath of Office.

## ***What policies contain and how they are made***

All policies, regardless of their type, usually contain the following five elements:

1. What the policy is trying to accomplish
2. How the objective will be accomplished
3. Who will implement the policy
4. How complaints will be handled
5. How and when the policy will be evaluated

As documents that are intended to be used often and by a wide variety of people, policies should be drafted in clear, precise and easily understandable language. Their wording should not be in ‘legalese.’ That said, they should still be able to withstand potential legal challenges. A board should therefore ensure that all its key policies are scrutinized by legal counsel before it passes them.

## **How policies are made**

Almost as important as what policies contain is how they are developed. In some sense, the process may be as important as the product. A policy that has been properly developed is more likely to be understood, complied with and enforced.

Policy development is a *political process*, and this manifests itself in two ways. First, a politically charged problem or issue is usually what triggers the need to create a policy response in the first place—an example from the health area would be the life-and-death issue of ensuring fair and timely access to medical transportation. Second, policy development is a political process because it must involve consultation with various key actors if it is to succeed. The board should lead the process, but it can by no means undertake it alone.

This need to engage others becomes apparent when discussing the process of policy making. The art of making policy takes a *big* problem and attempts to reduce it to a much *smaller* one by breaking it down into manageable components. It then addresses the components in four steps:

1. Building the information base
2. Seeking the solution
3. Getting the policy through
4. Implementing the policy

Notably, all steps should be taken by the board. Yet all steps also involve the cooperation of staff and other affected parties. Building the information base and finding the solution will require presentations by directors and perhaps the input of a specially dedicated committee of the board. Getting the policy through will require some advance consultation: a board will not wish to pass a policy without first consulting staff and other affected parties in order to encourage buy-in and determine whether those involved would actually comply. Likewise, the implementation stages require communication and acceptance of the policy by those who are expected to implement and enforce it.

In the interest both of implementation and transparency, the board will wish to ensure that its policies are well communicated. The health organizations' policies should be published in an organized and accessible format. Depending on their nature, they should be accessible not only to the health organization but also to the larger community.

As a means to help ensure that First Nations health corporations have a well-defined process for developing, approving and communicating its policies, this package includes a model policy on that theme. It is presented immediately below.

# FIRST NATION HEALTH CORPORATION MODEL GOVERNANCE POLICY

## DEVELOPING, APPROVING & COMMUNICATING CORPORATION POLICIES

### 1. OBJECTIVE

The objective of this policy is to ensure that Corporation has a well-defined process for developing, approving and communicating policies.

### 2. DEFINITIONS

**2.1 Corporation** refers to the First Nation Health Corporation

**2.2 Board** refers to the Board of Directors of the First Nation Health Corporation

**2.3 Staff** refers to the staff of the Corporation

**2.4 Policy:** a goal-oriented document that provides direction for future action of the Board of Directors, staff of the Corporation and Nation members on an issue of importance for the well-being of the Nation

**2.5 Governance Policy:** a policy that addresses an important element of the decision-making processes of the Corporation and its Board of Directors

**2.6 Program Policy:** a policy that addresses how a program or service of the Corporation for the direct benefit of Nation citizens will be managed

**2.7 Administrative Policy:** a policy that addresses how a function related to the internal administration of the Corporation will be managed

### 3. POLICY STATEMENT

**3.1** The Corporation believes that policies are an essential tool in their governance. Policies properly conceived will, among other things:

- Ensure fairness
- Avoid litigation
- Ensure fiscal responsibility
- Provide stability
- Clarify responsibilities
- Communicate Council's approach to key matters
- Provide a framework to evaluate progress

- 3.2** The Corporation will adopt three kinds of policies: governance policies, program policies and administrative policies.
- 3.3** To ensure an orderly tracking system for Corporation policies, each policy will be given a distinct number to be followed by the year in which the policy was either adopted or last modified.
- Governance policies will start at 1000
  - Program policies will start at 2000
  - Administrative policies will start at 3000
- 3.4** A policy will adopt the following template:

<b>Title Number</b>
Objective
Definitions
Policy Statement
Roles & Responsibilities
Process for addressing complaints
Communicating the Policy
Review & Evaluation
Date of Enactment and Signatures

- 3.5** All policies will be available in a manual for review by any Nation member at the Corporation's and Nation's administrative offices during business hours. All policies will also be posted on the section of the Nation web site with limited access to Nation members.

#### **4. ROLES & RESPONSIBILITIES**

- 4.1** The Board, recognizing the constraints imposed by funding arrangements and relevant federal laws, will:
- Decide what policies will be developed, who will be responsible for developing each policy; the resources necessary to develop each policy; and how Nation citizens will be engaged in developing each policy
  - Approve, modify or rescind all policies
  - Decide how policies will be communicated
  - Monitor the implementation of policies

**4.2** The Executive Director will:

- Present a plan to the Board each fiscal year outlining the policies to be developed or reviewed over a two year period
- At the request of Board prepare a plan for their approval on the development or review of a specific policy
- Unless otherwise specified in the approved policy, ensure the effective implementation of the policy

**4.3** Nations Citizens will:

- Have the opportunity to review and offer comments on a draft of each proposed policy before formal approval by the board

**5 PROCESS FOR ADDRESSING COMPLAINTS**

**5.1** Any Nation member who believes that the Board or staff are not following this policy can direct his or her concerns to the Executive Director in writing or recorded at the Corporation's administrative offices. The Executive Director will respond to the complainant within 30 days.

**5.2** If the member is still not satisfied following the response of the Executive Director, he or she may direct his or her concerns in writing to the Chair of the Corporation. The Chair will respond within 30 days.

**6. COMMUNICATING THIS POLICY**

**6.1** This policy requires no special communication procedures other than what is set out in 3.5.

**7. REVIEW & EVALUATION OF THIS POLICY**

**7.1** The Board will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

**8. DATE OF ENACTMENT AND SIGNATURES**

This policy was adopted by the Board of Directors of the Corporation at a duly constituted meeting on this \_\_\_\_ day of \_\_\_\_\_ 2009.

Signed:

Chair

Executive Director

### III. Model Governance Policies

The paper now turns to the governance policies themselves. Readers should note that the policies do not purport to meet the particular circumstances of every board but are rather starting points aimed at launching a dialogue among board members. Readers should also bear in mind that there is a broader governance framework into which the model governance policies fit. That framework includes the following three levels:

1. **Legal:** A sound legal foundation based on bylaws, legislation and articles of incorporation
2. **Policy:** Internal policies and procedures governing such things as conflict of interest, the role of the Chair and committees, budget development and passage
3. **Principle:** Informal governance characterized by shared traditions, values and relationships, bearing in mind that the “tone is set at the top”

Of the three levels, the model policies pertain directly to the second one. Yet they should also relate to the other two. In ensuring a sound relationship of governance policies to the legal level, the board may wish to have its counsel check them over to ensure they are consistent with the bylaw that established the corporation or any other relevant statute. Relating to the level of traditions, values and relationships, the policies also might refer to the core principles that the board would like to see permeate the entire governance framework. The code of conduct in particular would include any core principles or values the health organization would deem foundational to its work.

The first model policy involves the structural relationship of the health corporation to Chief and Council of the First Nation.

#### ***A. Relationship of Corporation to the First Nation Council***

When a First Nation government establishes a health organization, its intention is that it should operate at arms-length from elected leaders and their staff. In most cases, these organizations are corporations, but they also may be unincorporated boards and agencies whose directors handle certain functions within broad policies set down by Council.

One intention behind this approach is to insulate certain kinds of decision from inappropriate political interference. Yet a tension often arises here—one requiring management through a specially dedicated policy. At the one extreme, the corporation might become so independent from Council that it raises questions of legitimacy, integration with other programs of the First Nation, and budgeting. On the other, the corporation may be so closely controlled by Council as to politicize all decision-making. Another issue that often arises is the role of the health portfolio holder, should one exist, within Council.

How to maintain a balance between accountability to the First Nation’s government and the autonomy required to deliver health services despite changing political priorities? By clarifying the relationship between the two structures, the model policy outlined below seeks to promote and preserve such a balance.



# FIRST NATION HEALTH CORPORATION MODEL GOVERNANCE POLICY

## RELATIONSHIP OF COUNCIL TO THE HEALTH CORPORATION

### 1. OBJECTIVE

The objective of this policy is to ensure that the relationship of Council to the First Nation Health Corporation is as clear as possible so as to promote good governance in the conduct of the First Nation's affairs.

### 2. DEFINITIONS

**Council** refers to the Chief and Councillors of the First Nation

**Staff** refers to the staff of the First Nations Health Corporation

**Administrator** refers to the Band Administrator of the First Nation

**Citizens** refers to all citizens including Councillors, Board members and staff, who are members of the First Nation

**Corporation** refers to the First Nation Health Corporation

**Board** refers to the Board of Directors of the First Nation Health Corporation

### 3. POLICY STATEMENT

- 3.1 The First Nation has established the Corporation as a sustainable, semi-independent structure in keeping with the strategic direction of the First Nation.
- 3.2 The intent of this policy is to ensure that responsibility for the overall direction of the health function remains with Council but that Council should not direct day to day operations of the Board of the Corporation or its staff.
- 3.3 While the Board operates at arms-length on a day-to-day basis, it must remain accountable to the Council and ultimately to the citizens of the First Nation. Further, it must operate in a manner consistent with the longer term direction established by the First Nation and must be always cognizant of the need to co-ordinate its activities with those of other health-related entities

of the First Nation in a holistic manner which respects physical, mental, emotional and spiritual outcomes.

**3.4** The Board will give preference to hiring First Nation citizens first and other members of First Nations second, so long as these citizens and members meet all the qualifications of the job.

**3.5** The Board will include members who are not citizens of the First Nation when it is important to enhance expertise not available in the First Nation.

## **4. ROLES & RESPONSIBILITIES**

**4.1** Council's responsibilities include:

- Advising the Chief as the Corporation's share holder in trust for the First Nation on appointments to the Board, based on recommendations from the Board
- Approving the appointment of the Executive Director of the Corporation on the advice of the Board
- Approving subsequent changes of substance to the annual budget
- Approving changes to the legal structure of the Corporation
- Reviewing and approving the annual and strategic plans of the Board, including its annual budget
- Monitoring progress of the Board in meeting its objectives as set out in the plans
- Reviewing and approving the annual report of the Board to the Minister of Health
- Reviewing the Annual Report of the Board to the Members
- Approving any major acquisitions or capital expenditures of the Corporation
- Ensuring that the Board remains accountable to the Citizens of the First Nation

**4.2** The Board's responsibilities include:

- Assisting the Council in meeting its responsibilities as laid out in 4.1 above
- Proposing to the Council the appointment of the Executive Director and evaluating his or her performance
- Appointing all other staff of the Board (this may be delegated to the Executive Director)
- Developing a strategic plan and a yearly plan for the Corporation
- Monitoring the ongoing performance of the Corporation and taking corrective action, where appropriate
- Ensuring the financial sustainability of the Corporation
- Developing and approving appropriate policies for managing the Corporation

- Developing an Annual Report outlining the Corporation's progress in meeting its goals

## **5. PROCESS FOR ADDRESSING COMPLAINTS**

- 5.1** Any citizen who believes that Council or the Board are not following this policy can direct his or her concerns to the Administrator in writing or recorded at the Administration office. The Administrator will respond to the complainant within 30 days.
- 5.2** If the member is still not satisfied following the response of the Administrator, he or she may direct his or her concerns in writing to the Chief and Council, who will respond within 30 days.

## **6. COMMUNICATING THIS POLICY**

This policy requires no special communication procedures other than what is set out in the policy on policies.

## **7. REVIEW & EVALUATION OF THIS POLICY**

Chief and Council will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

## **8. DATE OF ENACTMENT AND SIGNATURES**

This policy was adopted by the Council at a duly constituted meeting on this \_\_\_\_ day of \_\_\_\_\_ 2008.

Signed:

Chief and Councillors

Administrator

## ***B. Committees of the Board***

In some cases—perhaps out of concern for accountability to the First Nation government described in the previous section—a Council will stop short of establishing a separate health organization. Here, delivery of health services occurs through the health branch of the First Nation government led by a special committee of Council devoted to health.

The following model policies seek to manage the governance issues arising with committees of Council.

With this governance structure there arises another set of issues that can likewise be managed through a policy. Typically, issues involve the clarity of the health committee’s mandate and the type of committee it should be. Does the committee possess the delegated authority to make decisions on behalf of Council or is it strictly advisory in nature? Should it be a permanent committee of council or should it be ad hoc, established to address a specific issue only, report back to the Board, and then dissolve?

Bearing in mind the principle that Council should ultimately act as a collectivity, the following model policy presents a health committee with an advisory role.

# FIRST NATION MODEL GOVERNANCE POLICY RELATIONSHIP OF COUNCIL TO ITS HEALTH ADVISORY COMMITTEE

## 1. OBJECTIVE

The objective of this policy is to ensure that relationship of Council to its Health Advisory Committee is as clear as possible so as to promote good governance in the conduct of the First Nation's affairs.

## 2. DEFINITIONS

**Council** refers to the Chief and Councillors of the First Nation

**Staff** refers to the staff of the First Nation

**Band Administrator** refers to the Chief Operating Officer of the First Nation

**Members** refers to all members including Councillors, Board members and staff, who are members of the First Nation

**Nation** refers to the First Nation

**Committee** refers to the Nation's Health Advisory Committee

## 3. POLICY STATEMENT

- 3.1 Council has established the Health Advisory Committee: i) to broaden the participation of First Nations members in the governance of the First Nation; ii) to receive high quality advice and assistance in dealing with complex issues from well-qualified individuals; and iii) to ensure that in certain cases decision-making is 'localized' within the community.
- 3.2 The Director of Health and at least one member of Council to be appointed by Council will be members of the Health Advisory Committee.
- 3.3 Other members of this committee will serve for a minimum of three year terms. The terms of members will be staggered to ensure on-going continuity of the committees. Members of the Committee need not be Members of the Nation. Council may decide to appoint one or more youth members to the Committee.
- 3.4 Council will establish an appropriate and transparent process for advertising vacancies on this committee and encouraging individuals who meet the

qualifications required by the committee to apply. Council will decide who is best qualified among applicants to serve on this committee.

**3.5** In providing honoraria to committee members, there will be no “double dipping”. That is, staff in full time positions or members of Council will not be eligible to receive honoraria if their responsibilities on this committee can be met in their regular working hours.

**3.6** Members of the Health Advisory Committee, with the exception of youth members, should meet most, if not all, of the following qualifications:

- Possess some formal training in a health-related field
- Be aware of traditional approaches to holistic health
- Have experience serving on a Board
- Be familiar with the Nation’s health-related programs
- Be aware and respectful of the Nation’s conflict of interest policies
- Possess good written and oral communication skills
- Be well-regarded and respected in the community
- Be honest, fair and respectful and possess integrity
- Be able to contribute meaningfully to the Committee

## **4. ROLES & RESPONSIBILITIES**

**4.1** Council’s responsibilities include:

- Establishing the mandate, member qualifications, honoraria, term of service and reporting requirements of the Health Advisory Committee
- Establishing a transparent process for choosing members of this committee
- Reviewing and approving the annual plan of the Committee
- Reviewing and approving the Committee’s annual report

**4.2** The Committee’s responsibilities include:

- Ensuring that the Committee functions in an efficient and effective manner
- Developing a strategic plan and a yearly work plan, where feasible and appropriate
- Implementing the yearly plan, once approved by Council
- Accounting for any resources assigned to it by Council
- Developing a yearly report on its activities and presenting this to Council
- Assisting the Council in meeting its responsibilities as laid out in 4.1 above.

## **5. PROCESS FOR ADDRESSING COMPLAINTS**

- 5.1** Any citizen who believes that Council or the Committee are not following this policy can direct his or her concerns to the Band Administrator in writing or recorded at the Administration office. The Band Administrator will respond to the complainant within 30 days.
- 5.2** If the member is still not satisfied following the response of the Band Administrator, he or she may direct his or her concerns in writing to the Council, who will respond within 30 days.

## **6. COMMUNICATING THIS POLICY**

This policy requires no special communication procedures beyond what is set out in the First Nation's communications policy.

## **7. REVIEW & EVALUATION OF THIS POLICY**

Council will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

## **8. DATE OF ENACTMENT AND SIGNATURES**

This policy was adopted by the Council at a duly constituted meeting on this \_\_\_\_ day of \_\_\_\_\_ 2008.

Signed:

Chief and Councillors

Band Administrator

### **C. Role and Responsibilities of Board and Staff**

Getting the relationship right between politicians or board members and staff has profound implications for all facets of the organization. Every government—and every not-for-profit organization—faces this issue. In earlier publications, the Institute On Governance has argued that the politician-staff relationship can affect each principle of good governance.<sup>7</sup> It has also found that Aboriginal communities may face even more challenges to getting the relationship on a sound footing. This is due to the following factors:

- Small size combined with close family relations
- Lack of management capacity due to insufficient training or low salary levels
- Lack of governance capacity and experience among political leaders
- Cultural memory of the all-powerful Indian agent and the legacy of colonialism
- The large number of salaried political leaders or board members

What should be the nature of the relationship between leaders and staff? Academics and practitioners have focused considerable attention on this issue. They present two basic models: that of a clean split between politics and administration (the so-called Carver model, which also appeared in the *First Nations Governance Handbook*) and that of a complementary partnership.

Due to the mounting evidence that the clean split doctrine is far too simplistic, the model policy attempts to manage the relationship as it exists in practice. In practice, the roles of the board and the staff are distinct yet still entwined. As such, a policy should seek to promote a productive partnership between the two—underscoring that the board exercises its authority solely as a collective body and not through individual board members.

The policy was designed to address the following potential issues:

- Micro-management of staff by individual board members
- Staff members also sitting as members of the board
- Directors supervising members of their immediate family
- The role of the Chair of the board
- The grey areas of interface between staff and board
- Recruitment of board members

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<sup>7</sup> See here John Graham, “Managing the Relationship of First Nation Political Leaders and Their Staff,” Institute On Governance (March 2006); John Graham, “Managing the Relationship between Elected leaders and Staff: A Team Approach,” paper prepared for the AFOA Canada 2008 National Conference Montreal, Quebec (February 2008). Both available at [www.iog.ca/publications](http://www.iog.ca/publications).



# FIRST NATION HEALTH CORPORATION MODEL GOVERNANCE POLICY

## ROLES AND RESPONSIBILITIES BOARD & STAFF

### 1. OBJECTIVE

The objective of this policy is to ensure that roles and responsibilities of the Board and staff are as clear as possible so as to promote good governance in the conduct of the Nation's affairs.

Additional policies, especially those related to programs and administrative matters, will provide further clarification of these roles.

### 2. DEFINITIONS

**Council** refers to the Chiefs and Councillors of the First Nation

**Board** refers to the Board of Directors of the First Nation Health Corporation

**Staff** refers to the staff of the First Nation Health Corporation

**Executive Director** refers to the Chief Operating Officer of the Corporation

**Members** refer to all Members of the First Nation, including Councillors and staff

**Nation** refers to the First Nation

**Immediate Family** refers to husband and wife (including common law relationships), children (including adoptees), brothers, sisters, parents, grandparents, brothers-in-law, sisters-in-law, aunts, uncles, nieces and nephews.

### 3. POLICY STATEMENT

**3.1** The Board, Executive Director and staff of the Corporation will endeavour to operate as a partnership, recognizing their distinct but overlapping roles. Like all important partnerships, this one will require continued efforts of both parties to discuss problems and make adjustments. Consequently, the partnership will not remain static but will evolve as circumstances and personalities change.

**3.2** The Board acts as a collectivity; no member of the Board, including the Chair, can make an important decision affecting the well being of the

Corporation or the Nation acting as an individual unless otherwise authorized by the Board. Furthermore, no member of the Board can direct a member of staff, including the Executive Director unless authorized by the Board. A member of the Board can ask a staff member to provide information or perform a simple service on a matter affecting the Nation. Should such a request entail a significant time commitment (over one hour) this should be done through the Executive Director.

- 3.3** When a member of the Board or staff receives a complaint from a Member or Members to which he or she is unable to respond in a manner satisfactory to the complainant or complainants, he or she will forward the complaint in writing to the Executive Director for reply. The Executive Director will reply within 30 days of receiving the complaint and will send a copy of the reply to the Board member or staff who received the initial complaint. If the Board member is not satisfied with the response, he or she can raise the matter at the Board.
- 3.4** Any work-related complaints of staff should always be referred to the head of the human resources function or the Executive Director, according to the established grievance policy.
- 3.5** The Board may decide to establish Committees or other bodies. In doing so, the Board will establish written mandates and time frames for their existence. These committees will be advisory in nature unless specifically directed by the Board.
- 3.6** The Board, at its first meeting at the beginning of each fiscal year, will appoint a chair for a one year time period.
- 3.7** For further clarity, all staff report through the Executive Director to the Board.
- 3.8** Staff can not be Directors of the Corporation and serve on the Board.
- 3.9** No member or members of a Director's immediate family may serve as a staff member of the corporation.

#### **4. ROLES & RESPONSIBILITIES**

- 4.1** Subject to the policy adopted by Council to guide the relationship of the Corporation to Council, the Board's responsibilities include approving:
  - All mission statements and strategic plans
  - Accountability measures directed at members and funding agencies

- Yearly and multi-year budgets and any major adjustments
- New program initiatives
- All funding agreements
- All contracts over a certain amount as specified in the financial management policy
- All policies
- The establishment of complaints and redress procedures
- All significant organizational changes
- The hiring and evaluation of the Executive Director
- The conduct of relationships with external organizations
- Responsibilities assigned to various Committees
- The Corporation's Annual Report to Members

**4.2** The Board will monitor and take corrective action, when appropriate, on:

- The implementation of policies, plans and programs
- Budget variances
- Major contracts and funding agreements
- Major capital expenditures

**4.3** The Chair, in addition to being a member of the Board, will be responsible for:

- Presiding over Board meetings
- Providing leadership to the Board by, among other things, guiding the evaluation of the Board with respect to the achievement of its long-term plans and policies
- Overseeing the conduct of legal activities with regard to important legal matters affecting the Corporation
- Acting as the official spokespersons for the Corporation on matters designated by the Board
- Managing some aspects of external relations subject to any policies or directives issued by the Board
- Managing Board business by ensuring a meeting schedule is in place; calling emergency meetings; assisting individual Board members; helping the Board be an effective team; ensuring meeting rules are established and followed; ensuring that duties are equitably distributed among Board members; and ensuring the Board focuses on the longer term needs of the Nation
- Ensuring, in concert with the Executive Director harmonious relationships between Board members and staff
- Organizing, in concert with the Executive Director, regular meetings (at least two per year) of the Board and staff as well as team-building activities to foster and encourage a positive working relationship between staff and the Board

**4.4** The Executive Director will assist the Board in meeting its responsibilities in 4.1 and 4.2, the Chair's responsibilities under 4.3 and in addition will be responsible for:

- The implementation of policies, programs and plans
- The appointment of all staff
- Managing the Corporation's staff
- Ensuring, in concert with the Board Chair, harmonious relationships between Board members and staff
- Organizing, in concert with the Board Chair, regular meetings (at least two per year) of the Board and staff

## **5. PROCESS FOR ADDRESSING COMPLAINTS**

**5.1** Any member who believes that Board or staff is not following this policy can direct his or her concerns to the Executive Director in writing or recorded at the administrative offices. The Executive Director will respond to the complainant within 30 days.

**5.2** If the member is still not satisfied following the response of the Executive Director, he or she may direct his or her concerns in writing or recorded at the administrative offices to the Chair of the Board, who will respond within 30 days.

## **6. COMMUNICATING THIS POLICY**

This policy requires no special communication procedures other than what is set out in section 3.5 of Governance Policy 1000– 07.

## **7. REVIEW & EVALUATION OF THIS POLICY**

The Board will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

## **8. DATE OF ENACTMENT AND SIGNATURES**

This policy was adopted by the Board of Directors of the Corporation at a duly constituted meeting on this \_\_\_\_ day of \_\_\_\_\_ 2008.

Signed:

Chair of the Board  
Executive Director

## ***D. Code of Conduct***

A well-crafted code of conduct is a foundational document to any organization, as the issues such a code addresses are common to all organizations designed to serve the public interest. Conflicts of interest have the potential to place enormous stress on the operations and integrity of an organization. They also strike to the heart of the stewardship role of the board. Related issues include the use of corporate assets for private purposes and the duties of loyalty and care.

A code of conduct applies to all members of the health corporation, whether staff or board. Yet it applies especially to members of the board. Not only is the “tone set at the top” but board members are the most likely to encounter a conflict of interest due to their position of power within the organization.

The central role of the code of conduct requires provisions for enforcement and sanction, which are also included in this model policy. The policy also includes extraordinary provisions for communicating the code. Due to the fundamental nature of the code of conduct, the Chair of the Board will mail a copy to every Nation household and will post a copy in all its administrative offices.

# FIRST NATION HEALTH CORPORATION MODEL GOVERNANCE POLICY

## CODE OF CONDUCT

### 1. OBJECTIVE

The objective of this policy is to ensure that all members of the First Nations Health Corporation, in the conduct of public business related to the Nation, act in a manner that promotes the best interests of the Nation. This policy follows from the Nation's mission to enhance the Nation's cultural values through respect, equality and harmony for all.

### 2. DEFINITIONS

**Corporation** refers to the First Nations Health Corporation

**Board** refers to the Board of Directors of the First Nations Health Corporation

**Staff** refers to the staff of the Corporation, whether full or part time

**Members** refers to all members of the Nation, including Councillors, Board members and staff, who are members of the Nation

**Corporate Members** refers to the members of the Corporation as set out in by-law #1 of the Corporation

**Nation** refers to the First Nation

**Immediate Family** refers to husband and wife (including common law relationships), children (including adoptees), brothers, sisters, parents, grandparents, brothers-in-law, sisters-in-law, aunts, uncles, nieces and nephews

**Corporation Resources and Facilities** refers to such things as office supplies and equipment, phone and e-mail access and Corporation-owned buildings

**Indictable Offense** is a serious criminal offense, the punishment for which can be from 2 years to life imprisonment

### 3. POLICY STATEMENT

#### 3.1 General Standards of Conduct

All members in the conduct of public business affecting the Corporation will endeavour to follow the "Golden Rule" of "treating others as you would have them

treat you". Another standard is provided by the mission of the Nation itself, which strives to enhance cultural values through respect, equality and harmony for all. Specific ethical standards that will apply to all members include:

- Honesty
- Integrity
- Fairness
- Respect

The remaining sections in this Code apply to Board members and staff, where specified, of the Corporation.

### **3.2 Loyalty**

All board members and staff must be loyal to the interests of the Corporation and all Nation members. This loyalty supersedes any personal interest or interests stemming from their immediate family or from membership on other groups or organizations.

### **3.3 Duty of Care**

Members of the Board, in discharging their duties, shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

### **3.4 Conflict of Interest and Gifts**

All board members and staff must not be involved in any activity in which their duty to the Nation comes into conflict with their private or personal interests or those of their immediate family. When an individual is in a potential conflict of interest position he or she must declare the conflict of interest and withdraw from the discussion or activity.

This policy does not prevent a Board member or staff member from speaking on behalf of an immediate family member so long as he or she does not participate in the decision affecting the immediate family member.

Under no circumstances will a staff or board member accept a gift or favour that is a bribe or reflects to a reasonable person an effort to improperly influence the board member or staff.

Under no circumstances will a staff or board member give a gift or favour that is a bribe or reflects to a reasonable person an effort to improperly influence another Board member, member of staff or Member of the First Nation.

Staff cannot be Directors of the Corporation and serve on the Board. No member or members of a Director's immediate family may serve as a staff member of the corporation.

A member of the board can not benefit directly or indirectly from a person or organization contracting with the corporation.

### **3.5 Supervision**

The Board and staff will attempt to avoid a situation where an individual supervises either directly or indirectly a member of his or her immediate family. Should this not prove feasible, the supervisor will take appropriate steps approved by the Board to avoid potential situations of a conflict of interest.

### **3.6 Political campaigning**

Except where the facilities are available to all candidates, Members of the Nation, including staff and Board members will not have access to Corporation's resources or facilities for political campaigning. Staff cannot campaign during regular hours of work, unless on approved leave.

### **3.7 Use of the Corporation's resources or facilities**

Members, Staff and Board members will not make use of the corporation's resources or facilities in pursuit of private or personal interests or those of their immediate family.

### **3.8 Confidentiality**

Staff and Board members will not use confidential Nation information for their own direct benefit or advantage. Further they will not disclose confidential information about any Nation member, unless specifically authorized by policy, law or regulation.

## **4. ROLES & RESPONSIBILITIES**

### **4.1 The Board will:**

- Ensure that all new staff and board members are aware of this policy and sign a declaration that they will honour it
- Apply appropriate sanctions, if necessary, for Board members and staff who do not adhere to this policy as set out in Section 5 of this policy.
- Monitor the implementation of this policy

### **4.2 The Executive Director will:**



- Bring to the attention of the Board information pertaining to serious breaches of this policy
- Ensure that the complaints process as set out in Section 5 of this policy is implemented with effectiveness and integrity

## **5. PROCESS FOR ADDRESSING COMPLAINTS**

- 5.1** Any member who believes that the Board or staff are not following this policy can direct his or her concerns to the Executive Director or to the Chair of the Board.
- 5.2** If the complaint concerns the conduct of one or more staff other than the Executive Director, the Executive Director will ensure that the matter is dealt with according to procedures laid out in the Corporation's Personnel Policy. The Executive Director will ensure that the Board is informed of the complaint and how it was dealt with.
- 5.3** If the complaint concerns the conduct of the Executive Director or member or members of the Board, either the Executive Director or the Chair will convene a committee of the Board of no less than three members to decide whether the complaint has merit and, if so, to recommend appropriate sanctions to the Board.
- 5.4** The committee of the Board established pursuant to 5.3 may:
- Determine that the complaint is frivolous or without grounds and so inform the complainant
  - Investigate the complaint by gathering additional information
  - Consult Elders and other members of the community
  - Consult the Board's legal counsel
  - Hear directly from the complainant
  - Request those individuals to whom the complaint is directed to appear before it
  - Undertake any other actions, which in its view, will help resolve the matter in a fair manner
  - Recommend to the Board one or more of the following sanctions:
    - Oral or written reprimand
    - Suspension of the member or members of the Board for a specified time period with conditions
    - Dismissal of the Board member or members
    - Suspension of the Executive Director for a specified time period with conditions
    - Dismissal of the Executive Director
    - Any other action which in its view will resolve the matter in a fair manner

- 5.5** Grounds for suspending membership on the Board would include:
- Being charged with an indictable offence
  - Actions which cause serious embarrassment to the Board
- 5.6** Grounds for removing a Director from the Board would include:
- Being convicted of an indictable offence
  - Actions which bring the Board under serious disrepute
- 5.7** In considering the recommendation of the Board committee, the Board, less any member of members of the Board involved in the complaint, will provide an opportunity to those individuals to whom the proposed sanctions will apply to address the Board.
- 5.8** Should the Board, less any member or members involved in the complaint, decide by majority vote to recommend dismissal of a Board member or members, then the Board will suspend the members in question until a special meeting of the Corporate Members is convened, at which time the motion to dismiss will be dealt with.

## **6. COMMUNICATING THIS POLICY**

Due to the fundamental nature of this policy, the Chair of the Board will mail a copy of to every Nation household on passage of the policy and will post a copy in all of the Nation's administration offices.

## **7. REVIEW & EVALUATION OF THIS POLICY**

The Board will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

## **8. DATE OF ENACTMENT AND SIGNATURES**

This policy was adopted by the Board at a duly constituted meeting on this \_\_\_\_ day of \_\_\_\_\_ 2008.

Signed:

Chair

Executive Director

## ***E. Conduct of Board Meetings***

Although committees will likely play a role in any health organization, meetings of the board are the place where the crucial deliberation and decisions occur. These meetings are the sole site where the board exerts its authority as a collective body. Thus, effective conduct of the meetings is critical to the health and functioning of the organization.

Various measures help ensure that meetings will be effective. For example, board members should be informed of the agenda well before arriving and be prepared with the materials needed to address it. Meetings should be well-structured and should tackle the issues the board has identified as relevant. There should be a high level of decorum at all meetings—with the tone set by a firm yet diplomatic chair. Board meetings should begin and end on time.

The executive director of the organization also has a role to play in ensuring that meetings run well. His or her task is to coordinate the materials or presentations the board requires to make its decisions and to partner with the Chair in ensuring that any staff present play their required roles.

The following presents a model policy seeking to promote effective and timely meetings, as well as an evaluation tool that will aid in assessing the effectiveness of board meetings.

# FIRST NATION HEALTH CORPORATION MODEL GOVERNANCE POLICY

## MANAGEMENT OF BOARD MEETINGS

### 1. OBJECTIVE

The objective of this policy is to ensure that the meetings of the Board of Directors of the Corporation are run in an effective and timely manner.

### 2. DEFINITIONS

**Corporation** refers to the First Nation Health Corporation

**Board** refers to the Board of Directors of the First Nation Health Corporation

**Staff** refers to the staff of the Corporation

**Executive Director** refers to the Chief Operating Officer of the Corporation

**Members** refers to all members of the Nation

**Nation** refers to the First Nation

### 3. POLICY STATEMENT

- 3.1 The Board will establish a regular meeting time and review its meeting schedule every quarter. Board members will arrive no later than 10 minutes before the meeting is scheduled to start.
- 3.2 The Board meetings will be open to members of the Nation, save for items that are confidential in nature (e.g. personnel issues).
- 3.3 Board members will receive a meeting agenda at least 24 hours before the start of the meeting.
- 3.4 A quorum will consist of 8 members of the Board. If no quorum is present within ½ hour after the scheduled start of the meeting, that meeting will be deferred to another date and time.
- 3.5 The Chair or his or her designate will chair the meetings.
- 3.6 The Board will strive to reach decisions by consensus. If such a consensus does not appear possible on a particular issue, then the Board will decide on

how to deal with the issue by a majority vote of members present, provided that a quorum is still present.

- 3.7** The Executive Director will ensure that minutes are developed for each meeting of The Board. These minutes will record among other things significant decisions reached by the Board.
- 3.8** Members of the Board will have three “floaters” per year to be used for absenteeism from regularly scheduled the Board meetings. In the event that a member of the Board uses the three floaters and incurs further absenteeism without a valid reason, the Corporation will deduct \$200 from their honoraria for each additional meeting missed.
- 3.9** The Executive Director, with the assistance of staff, will organize for newly appointed Board members an orientation session as soon as is feasible following their appointment. This session will include among other things: an overview of their legal responsibilities; the current set of policies and by-laws; the Corporation’s major programs; how the Corporation is organized; and the current array of issues facing the Corporation.

#### **4. ROLES & RESPONSIBILITIES**

- 4.1** The Chair, in addition to being a member of the Board, will be responsible for:
  - Chairing the Board meetings or appointing a designate to do so
  - Setting the agenda of the Board meetings in consultation with the Executive Director
  - Managing the Board business by ensuring a meeting schedule is in place; calling emergency meetings; assisting individual members of the Board; helping the Board be an effective team; ensuring meeting rules are established and followed; and ensuring that the Board focuses on the longer term needs of the Corporation and the Nation
  - Communicating the relevant business of the Board, through the Executive Director to staff
- 4.2** Board members are responsible for:
  - Proposing agenda items in advance of the meeting
  - Preparing for the meetings in an adequate manner
  - Being punctual so that meetings can begin on time
  - Showing respect for their fellow members of the Board
  - Striving to deal with disagreements in a creative and respectful manner
- 4.3** The Executive Director is responsible for:

- Assisting the Chair or his or her designate in preparing and distributing the meeting agendas
- Preparing decision minutes for each meeting
- Assisting the Board in having adequate information to reach well-informed decisions
- Arranging an orientation session for newly elected Board members
- Advising staff if they are required at the Board meetings with adequate notice to prepare

## **5. PROCESS FOR ADDRESSING COMPLAINTS**

**5.1** Any member who believes that the Board or staff is not following this policy can direct his or her concerns to the Executive Director in writing or recorded at the Corporation's offices. The Executive Director will respond to the complainant within 30 days.

**5.2** If the member is still not satisfied following the response of the Executive Director, he or she may direct his or her concerns to the Chair in writing or recorded at one of the administrative offices. The Chair will respond within 30 days.

## **6. COMMUNICATING THIS POLICY**

This policy requires no special communication procedures other than what is set out in section the First Nation's communications policy.

## **7. REVIEW & EVALUATION OF THIS POLICY**

The Board will review this policy within 5 years of its adoption and decide whether further evaluative work is necessary. A record of the review will be recorded in writing and attached to the policy.

## **8. DATE OF ENACTMENT AND SIGNATURES**

This policy was adopted by the Board at a duly constituted meeting on this \_\_\_\_ day of \_\_\_\_\_ 2007.

Signed:

Chair of the Board

Executive Director

## Meeting Evaluation Form Board and Committees

Meeting date \_\_\_\_\_

Rating scale				
Terrible 1	Poor 2	Satisfactory 3	Good 4	Excellent 5

1. My overall rating for the meeting. 1    2    3    4    5

2. Please rate each of the following:

- |  |   |   |   |   |   |
|--|---|---|---|---|---|
| a) Consistent with traditional cultural values | 1 | 2 | 3 | 4 | 5 |
| b) Positive, respectful atmosphere             | 1 | 2 | 3 | 4 | 5 |
| c) Agenda items consistent with board role     | 1 | 2 | 3 | 4 | 5 |
| d) Role of the Chair                           | 1 | 2 | 3 | 4 | 5 |
| e) Contribution of other members               | 1 | 2 | 3 | 4 | 5 |
| f) Our time was well managed                   | 1 | 2 | 3 | 4 | 5 |
| g) Clarity of the agenda; goals were clear     | 1 | 2 | 3 | 4 | 5 |
| h) We achieved our goals                       | 1 | 2 | 3 | 4 | 5 |
| i) Quality of the meeting materials            | 1 | 2 | 3 | 4 | 5 |
| j) Quality of staff-board relations            | 1 | 2 | 3 | 4 | 5 |
| k) Clear follow-up identified                  | 1 | 2 | 3 | 4 | 5 |
| l) I was able to participate effectively       | 1 | 2 | 3 | 4 | 5 |

Comments:

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3. Most valuable aspect of the meeting:

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4. How the meeting could be improved:

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## IV. Conclusion

The material presented in this policy and tool package will have confirmed to readers what most knew from practical experience: governance matters. Governance matters to the well-being of a public service organization. Ultimately, especially for an organization tasked with community health care, it matters to the health and well-being of the First Nation community it serves.

Health organizations should feel free to adapt or modify the tools presented here as they see fit. What should remain constant are the underlying principles. In other words, any solutions that meet the tests of legitimacy and voice, accountability, fairness, performance and direction will let boards, their staff and their organizations know that they are on the right track.

As a final note, our readers should recall that the policies presented here are only one of several kinds of tools that could be used to promote good governance. And like the rest of them, they are imperfect instruments. Even the best policies depend upon the will of an organization to uphold and enforce them. It is the underlying culture—that layer of informal governance structures and traditions mentioned earlier—that will determine whether any policies introduced will have great success or limited results. Yet the very drafting and passage of sound governance policies should still create *some* positive result because these acts themselves are indispensable steps in the long, unending journey toward the goal of good governance.



## Appendix A: Characteristics of High-Performing Aboriginal Boards

1. They develop & maintain a longer term vision and clear sense of direction by:
  - Having mission & vision statements; longer term plans; clear priorities; updating process
2. They respect Aboriginal values and worldviews and apply these in the operations of the board and in the organization as a whole through, for example,
  - Participation of Elders, youth; decision-making processes; staff policies; program design & delivery
3. They ensure the prevalence of high ethical standards and understand their legal obligations by:
  - Encouraging transparency & openness; adopting a written code of conduct; appointing & overseeing key managers; ensuring ethical treatment of staff
  - Being aware of and respecting duty of loyalty; duty of care; statutory obligations
4. They ensure effective performance through sound information by:
  - Focusing on results or outcomes (as opposed to activities); having a good sense of their information needs
5. They ensure the financial & organizational health by:
  - Focusing on long term sustainability (expenditures & revenues; asset management)
  - Exhibiting macro-level concern with the quality of management, staff morale etc.
6. They ensure sound relationships with key external bodies, including:
  - Funders, national Aboriginal organizations, regional and local Aboriginal bodies, universities, associations.
7. They ensure sound relationships with their members and clients and provide opportunities for them to influence key initiatives by:
  - Working with and respecting local Aboriginal bodies and Aboriginal clients
  - Ensuring high quality and timely services
8. They manage risk effectively by:
  - Identifying, assessing, mitigating & monitoring critical developments with uncertain outcomes.
9. They are accountable through:
  - Publicly available information (financial, results achieved etc.); audits & evaluations; outreach activities; public engagement practices; redress mechanisms; etc.

10. They ensure the soundness of the governance system by:
  - Evaluating the performance of the Executive Director
  - Having an effective relationship with staff and managing this relationship on an ongoing basis
  - Monitoring contemporary developments; evaluating their collective performance and that of individual board members; adopting an ethic of continuous improvement
  - Having and respecting a comprehensive set of policies and/or bylaws
  - instituting sound board recruitment & training practices
  
11. They have effective chairs of the board and its committees, which:
  - Have sound relationships with their executive directors and senior staff
  - manage meetings effectively
  - Encourage a positive board culture based on members listening to and respecting one another and on creative resolution of conflict
  - Ensure all board members are valued and participate to the best of their abilities

## Appendix B: Rating Your Board

Please comment on and rate how well your board attends to each of the factors identified below:

RATING SCALE					
Strongly disagree	Disagree	Disagree somewhat	Agree somewhat	Agree	Strongly agree
1	2	3	4	5	6

Your board:

1. Develops and maintains a longer term vision and clear sense of direction

1 2 3 4 5 6

2. Respects and applies Aboriginal principles and worldviews

1 2 3 4 5 6

3. Ensures the prevalence of high ethical standards

1 2 3 4 5 6

4. Ensures effective performance through sound information

1 2 3 4 5 6

5. Ensures the financial & organizational health of the organization

1 2 3 4 5 6

6. Ensures sound relationships with key external bodies

1 2 3 4 5 6

7. Ensures sound relationships with clients & citizens

1 2 3 4 5 6

8. Manages risk effectively

1 2 3 4 5 6

9. Is accountable

1 2 3 4 5 6

10. Ensures the soundness of the governance system

1 2 3 4 5 6

11. Has effective chairs of the board and its committees

1 2 3 4 5 6

## Appendix C: Identifying High Quality Board Members

### 1. Mandatory characteristics of each member

Characteristic	yes	no
<ul style="list-style-type: none"> <li>▪ Experience with First Nation health systems</li> <li>▪ Integrity, honesty</li> <li>▪ Commitment to the goals of the organization</li> <li>▪ Shares First Nation values and worldviews</li> <li>▪ Ability to work with others</li> <li>▪ Other?</li> </ul>		

### 2. Mandatory characteristics for the Board as a whole

Experience and/or skill	Board Member							
	1	2	3	4	5	6	7	8
<ul style="list-style-type: none"> <li>▪ FN holistic approaches to health</li> <li>▪ 'Mainstream' approaches to health</li> <li>▪ Policy development and application</li> <li>▪ Strategic planning</li> <li>▪ HR experience</li> <li>▪ Financial management experience</li> <li>▪ Legal experience</li> <li>▪ Experience serving on other boards</li> <li>▪ Experience chairing boards and committees</li> <li>▪ Working with FN governments/organizations</li> <li>▪ Working with other governments</li> <li>▪ Experience engaging members/clients</li> <li>▪ Other?</li> </ul>								