

**KWANLIN DŪN FIRST NATION
THE TERMS OF REFERENCE
FOR THE TRUST WORKING GROUP**

2 April 2012

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Amended by the Council on this 21st day of November 2013

Chief Rick O'Brien

1.0 Authority

- 1.1 These terms of reference have been approved and the Trust Working Group has been established, in accordance with paragraph 40(n) of the *Constitution of the Kwanlin Dün First Nation*, by Council Resolution 2012–11, dated the 2nd day of April 2012.

2.0 Background

- 2.1 The Kwanlin Dün First Nation (the “KDFN”) has various funds that flow from its Final Agreement. Since the signing of the KDFN final and self-government agreements in 2005, these funds have been locked, in accordance with subsection 15(1)(a) of the *Constitution of the Kwanlin Dün First Nation*, in low-yielding but secure bank instruments pending the approval by KDFN Beneficiaries of a policy in accordance with paragraphs 15(1)(a) and 15(1)(b) of the *Constitution of the Kwanlin Dün First Nation*.
- 2.2 The policy referred to in subsection 2.1 was approved, in July 2010, as the Investment Governance Policy, which mandates KDFN to enact a KDFN Investment Governance Act to
- (a) protect the funds paid under the KDFN Final Agreement from taxes, legal political and creditor actions; and
 - (b) ensure that these funds are invested and managed at an acceptable level of risk for the benefit of current and future generations of KDFN Beneficiaries.

3.0 Accountability

- 3.1 The Trust Working Group shall work in cooperation with the Trust Advisor who shall be contracted by the Council to offer technical support and direction to KDFN.

3.2 The Trust Working Group shall be accountable to the Council.

4.0 Scope of Activities and Expected Output

4.1 The Trust Working Group shall make recommendations to the Council with respect to

- (a) the introduction, in accordance with section 48 of the *Constitution of the Kwanlin Dün First Nation*, of an Investment Governance Act;
- (b) the Trust Settlement Deed to establish the trust and set out the rules for the administration and operation of the trust;
- (c) the facilitation of training for prospective trustees to administer the trust in accordance with the terms of the Trust Settlement Deed;
- (d) the development, for the trustees, of investment goals, risk controls and reporting standards to ensure that the funds are carefully managed and as guided by the KDFN Beneficiaries;
- (e) the establishment of the trust; and
- (f) any other matters related to the development of the trust and its implementation and operation.

5.0 Responsibilities

5.1 The members of the Trust Working Group are expected to

- (a) contribute to reviews and consultations in order to assist in decisions relating to all matters with respect to the recommendations required in section 4;
- (b) play a central role in the integration of all governance initiatives with respect to the establishment of the trust;
- (c) ensure that all functions and services the Trust Working Group provides satisfies the highest standards of governance
- (d) make every reasonable effort to attend the meetings of the Trust Working Group consistently and reliably and inform the Chair in advance should a member of the Trust Working Group be unable to attend;
- (e) prepare adequately for the meetings of the Trust Working Group by ensuring that he or she has the necessary materials to read, seeking explanation as required;
- (f) make reasonable efforts to study and research the topics at hand in order to make as informed and fully a contribution as possible to the deliberations of the Trust Working Group;
- (g) respect the opinions of the other members of the Trust Working Group;

- (h) act in the best interests of KDFN; and
- (i) sign and comply with an oath of confidentiality upon being appointed to the Trust Working Group.

6.0 Membership, Appointment and Term

- 6.1 The Trust Working Group shall be appointed by the Council and comprise the following
 - (a) voting members:
 - (i) five KDFN Beneficiaries at large; and
 - (b) non-voting members:
 - (ii) one Elders Council representative;
 - (iii) one Youth Council representative;
 - (iv) the Director of or a delegate from the KDFN Finance Department; and
 - (v) the Trust Adviser.
- 6.2 The Trust Working Group may invite additional professional and technical advice as required from time to time and shall put a call for expression of interest for the provision of administrative support services to the Trust Working Group.
- 6.3 The KDFN Beneficiary members on the Trust Working Group, as prescribed in subparagraph 6.1(a)(i), shall be appointed by the Council based on submission of a letter of interest and a résumé.
- 6.4 The Council shall dissolve the Trust Working Group on March 31, 2013, or before that date and upon receipt of the recommendations required in section 4, unless otherwise determined by the Council.

7.0 Chair and Duties of the Chair

- 7.1 The Chair of the Trust Working Group shall be Judy Gingell.
- 7.2 The duties of the Chair shall include
 - (a) organizing and preparing the meeting agendas of the Trust Working Group;
 - (b) presiding over the proceedings of the Trust Working Group;
 - (c) pursuant to subsection 6.2, ensuring that the Trust Working Group receives such support services as required;

- (d) acting as the spokesperson of the Trust Working Group;
- (e) reporting to the Council as required; and
- (e) carrying out such other duties as assigned to him or her in these terms of reference.

7.3 The Chair may designate another voting member of the Trust Working Group to assume the responsibilities of the Chair for a specific meeting in his or her absence.

8.0 Removal and Replacement of Members

8.1 A member appointed pursuant to subparagraph 6.1(a)(i) may be removed from the Trust Working Group if he or she

- (a) is absent from three consecutive meetings without the consent of the Chair; or
- (b) is unable or otherwise fails to fulfill the responsibilities as defined in these terms of reference,

and such removal shall be carried out by the Council on recommendation by the Chair.

8.2 New or replacement members of the Trust Working Group may be proposed by the Chair in consultation with the Finance Director and the Trust Adviser.

8.3 New or replacement appointments shall be made pursuant to subsection 6.3.

9.0 Quorum

9.1 The quorum of a meeting of the Trust Working Group shall be three of the five voting members.

10.0 Meetings

10.1 The Trust Working Group, at a minimum, shall meet on the first Tuesday of every month, but may schedule additional meetings as required and agreed upon by the members of the Trust Working Group.

10.2 Any additional meetings of the Trust Working Group referred to in subsection 10.1 shall be called by the Chair who shall provide at least seven calendar days notice to the members of the Trust Working Group, unless otherwise agreed.

11.0 Decision-making

11.1 The members of the Trust Working Group shall endeavour to conduct their business by way of consensus. In cases where consensus cannot be reached, a majority vote of the members of the Trust Working Group present shall be required for the approval of any decision. If there is a tie vote, the Chair shall cast the deciding vote.

12.0 Reporting

12.1 The Chair shall produce and present to the Council a quarterly report, in writing, of the Trust Working Group.

13.0 Budget

13.1 The Trust Working Group shall have control of a budget as submitted to the KDFN Management Committee, as recommended by that committee to the Council, and as approved by the Council. The Chair shall manage the budget in accordance with the *Financial Administration Act* (Kwanlin Dün First Nation).

13.2 The Chair shall have an expenditure level of \$1,000. Any expenses exceeding that level shall be approved by the Comptroller.

13.3 The Trust Working Group, at its first meeting, shall develop a work plan and budget as submitted to the KDFN Management Committee, as recommended by that committee to the Council, and as approved by the Council. .

14.0 Payments

14.1 The following KDFN honourarium rates shall apply for

(a) the voting members and the non-voting Elders Council and Youth Council representatives:

(i) \$150 per day; and

(ii) \$75 per half day or less, and

(b) the Chair:

(i) \$200 per day; and

(ii) \$100 per half day or less

for attending meetings.

14.2 In the case the members of the Trust Working Group are required to undertake reading or research in preparation for meetings of the Trust Working Group

- (a) the Chair shall receive an extra day per diem for the preparation of each meeting attended; and
- (b) the other voting and non-voting members shall receive an extra half day per diem for the preparation of each meeting attended.

14.4 Reasonable expenses pre-authorized by the Chair shall be reimbursed.

15.0 Amendments

15.0 The Trust Working Group may recommend to the Council amendments to these terms of reference as it deems appropriate.