

## PROCEDURE for Policy Gov 01: GOVERNANCE

### 1.0 Preamble

This procedure sets out how the policies in SKG's Policy Gov 01: Governance [\[add hyperlink\]](#) shall be put into effect.

### 2.0 Definitions

"AGM" means the annual general meeting of SKG to which all members are invited.

"Board" means the board of governors of SKG.

"Director" means an individual appointed to SKG's board of governors.

"Member" means an individual approved by the board to be a member of SKG.

"SKG" means Shingwauk KinooMaage Gamig

### 3.0 Procedures concerning Membership

SKG's founding Bylaw No. 1 contains provisions concerning membership and membership meetings. This procedure is intended only to add clarity or specificity to these provisions, and address matters not addressed in the bylaw.

#### 3.1 Classes of membership

SKG's founding Bylaw No. 1 provides for two classes of members:

- Voting members, and
- Honourary members, who are entitled to attend and speak but not vote at a membership meeting.

SKG's board may grant honorary membership to any individual as it sees fit.

The provisions of this procedure apply to voting members.

#### 3.2 Determination of membership

Where an organization is entitled to nominate a member or members, SKG shall communicate with the chief executive of that organization well in advance of an SKG AGM to:

- Provide information about SKG and its membership model of governance.

- Encourage the First Nation or organization to nominate a larger number of possible members from which the board can choose, and to provide information about each nominee to support the board's consideration.

In the case of First Nations, SKG shall invite the First Nation to nominate a possible member or members (as applicable) who are part of its council.

In the case of other organizations, SKG shall encourage the organization to nominate possible members who hold leadership or other responsible positions in that organization.

In the case of the North Shore Tribal Council, SKG shall request that the Council nominate possible members who are Education Directors.

In the case of the Algoma District School Board and Huron Catholic District School Board, SKG shall request that the district school boards nominate possible members who are Indigenous leaders in their organization.

The SKG board shall:

- Review nominees against membership criteria set out in its policy.
- Approve appointment of each specific member.
- Inform the First Nations and organizations of individuals accepted as members.
- Maintain a current list of all members of SKG and publish this list on its website.

Members shall be appointed by the board for a term of one year. As required by SKG's founding bylaw, the board shall confirm renewal of the annual term of each member in advance of the AGM.

- The board may choose to renew a membership without consulting with the First Nation or organization that nominated the member, or it may seek confirmation of renewal (or nomination of a different individual) by the First Nation or organization, as it deems appropriate.

The board shall revoke membership of a member where the First Nation or organization that nominated the member requests it.

The board may revoke membership of any individual it deems to:

- No longer meet the criteria for membership set out in its policy;
- Have violated the by-laws or written policies of SKG;
- Carried out any conduct which may be detrimental to SKG; or
- For any other reason that the board considers to be reasonable, having regard to the purpose of SKG.

The board shall approve the revocation of membership by vote of 50 percent of the board plus one.

Where the board has voted to revoke a membership, SKG shall follow the steps required by section 3.03 (Discipline of Members) of its Bylaw No. 1 concerning notice, provision of reasons, consideration of submissions, and any other relevant requirement of the bylaw.

Where the board has revoked a membership, it shall inform the First Nation or organization that nominated the member and provide it with an opportunity to nominate other individuals for membership.

### **3.3 Membership meetings**

SKG shall hold at least one meeting each year—an annual general meeting (AGM) to which all members shall be invited. The agenda of this meeting shall include:

- Election of new directors, and/or confirmation of continuing appointments of directors.
- Presentation of SKG's financial statements and budget, for information.
- Presentation of information concerning SKG's strategic directions and multi-year plan.
- Other matters, at the discretion of SKG.

Notice of the AGM shall be provided to all current members at least four (4) weeks in advance of the meeting.

The membership meeting shall be chaired by the chair or vice-chair of the board.

Quorum for a membership meeting shall be ten (10) per cent of the total number of current members entitled to vote at the meeting.<sup>1</sup>

Every question put to vote at a members' meeting shall be determined by a majority of the votes cast on the question. In case of a tie, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **4.0 Procedures concerning the Board of Governors**

SKG's founding Bylaw No. 1 contains provisions concerning directors and meetings of directors. This procedure is intended only to add clarity or specificity to these provisions, and address matters not addressed in the bylaw.

### **4.1 Appointment of directors**

The appointment of all directors shall be approved by SKG's members at an AGM, including new appointments of directors and continuing appointments of directors as applicable.

Prior to each AGM, SKG's current board of directors shall approve a slate of proposed directors to present to the members for approval at the AGM.

To develop its proposed slate of directors for members' approval, SKG's board shall take specific steps concerning directors from the Batchewana First Nation and Garden River First Nation:

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<sup>1</sup> Quorum for membership meetings is defined by SKG's Bylaw No. 1, section 4.03

- SKG shall invite the Chiefs of these First Nations to stand as nominees for directors.
- Where a Chief is not willing or able to stand as a nominee, or where there is a potential conflict of interest, SKG shall request the Chief to consult with the First Nation's Council and, with the support of Council, nominate a member of Council to stand as a nominee.

Concerning the student director, the board shall invite current students of SKG to themselves decide a process to nominate one or more students or alumni as a director for consideration of the SKG board. The board shall approve a proposed director from the nominee(s) of the students, for presentation to the members at the AGM.

The board shall consider including an elder or knowledge-keeper in the slate of proposed directors to present to members for approval (as a new or continuing director, as applicable).

Concerning all other directors, the board shall consider the criteria for composition of the board as set out in the board's governance policy in development of a slate of proposed directors to present to members for approval.

#### **4.2 Removal of directors**

Where a director no longer meets the criteria set out in SKG's governance policy, the board may revoke the director's appointment.

The board shall:

- Consider information concerning in what way or ways the director no longer meets criteria for serving as a director,
- Provide an opportunity for the director for whom revocation of directorship is under consideration to respond to the information presented to the board, and
- Determine whether to revoke directorship by vote by a 50 percent of the board plus one.

#### **4.3 Term of directors**

SKG shall endeavour to establish staggered terms of directors to promote continuity and shared knowledge of the board. SKG shall attempt to bring a proposal for appointment of approximately one-third of directors (as new appointments or renewals) to members at the AGM each year.

#### **4.4 Quorum and votes**

Quorum for a meeting of the board is 50 percent of directors plus one.

Except where specified otherwise in the board's policies or procedures, a decision of the board shall be valid if it is approved by a vote of a majority of directors present at a meeting where quorum is met.

In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **4.5 Board committees**

The board may establish standing committees (with no anticipated end date for their functioning) and time-limited (ad hoc) committees.

Committees of the board shall include directors and may include individuals who are not directors.

When the board establishes a committee, it shall approve a document that sets out:

- The mandate of the committee;
- The members of the committee (including identification of the chair or co-chairs of the committee);
- Where applicable, decision-making authority that the board has delegated to the committee; and
- The status of the committee either as a standing committee or a time-limited committee.

Where the board establishes a standing committee, it shall also specify a date for review of the committee's mandate and membership.

The board shall also establish a standing process by which it receives advice and recommendations concerning its academic programs and policies. This process is addressed in a separate policy and procedure [cross reference to be added].

#### **5.0 Responsible Officer**

Director of Operations

#### **6.0 Version history**

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