

1.0 Preamble

Shingwauk KinooMaage Gamig (SKG) is committed to effective governance mechanisms and practices to ensure that it meets its mission to be a centre of excellence in postsecondary education for Anishinaabe peoples.

SKG is committed to respect approaches to decision-making that are rooted in Anishinaabe culture, and SKG's decision-making will adhere to the Seven Grandfather Teachings. SKG, however, is established under Canadian law, and as a result must make use of norms in corporate governance that are rooted in colonial culture and law.

SKG aspires to be accountable to the Anishinaabe communities in Baawaating (Sault Ste. Marie and surrounding areas), to help ensure that its programs and activities are responsive to the needs and goals of Anishinaabe students from these communities. To help ensure accountability, SKG has been established, through its founding bylaw, as a member organization.

SKG's accountability to its Anishinaabe communities shall be put into effect by guidance from First Nations councils and Anishinaabe organizations, and others in its community in accordance with this policy.

SKG is incorporated as a not-for-profit corporation under Canada's Not-For-Profit Corporations Act.

SKG's Bylaw No. 1 contains provisions concerning membership and the board of governors. This policy is intended only to add clarity or specificity to these provisions, and address matters not addressed in the bylaw. If there is any conflict between this policy and the bylaw, the bylaw shall prevail.

2.0 Purpose

This policy sets out the governance model and mechanisms of SKG, including:

- SKG's membership model, including the composition and admission of SKG's members, criteria for admission of SKG's members, and the roles and responsibilities of members; and
- The composition and appointment of SKG's board of governors, and criteria for eligibility of directors.

Approval of this policy by SKG's board shall put into effect the relevant subsections of sections 2 and 4 of SKG's Bylaw No. 1 to determine how members are admitted, how directors are elected, and other matters.

This policy also addresses other matters concerning SKG’s membership and board of governors.

3.0 Definitions

“Board” means the board of governors of SKG.

“Director” means an individual appointed to SKG’s board of governors.

“Non-voting member” means an individual appointed by the board to be a non-voting member of the corporation of SKG.

“Voting member” means an individual appointed by the board to be a voting member of the corporation of SKG.

“AGM” means the annual general meeting of SKG to which voting members are invited.

4.0 Voting members

SKG’s bylaw no. 1 allows SKG’s board of governors to admit voting members of the corporation of SKG. SKG’s bylaw, together with this policy, set out SKG’s membership model, including the composition of members, criteria for admission of members, processes for appointment of members, and requirements for meetings of members.

4.1 Composition of voting membership

The board shall admit as voting members up to 11 individuals, as set out in this table:

Voting members	Process leading to appointment	No. of members
Directors on SKG’s board of governors	As part of appointment as directors	Up to 7
Elder and/or knowledge keeper in good standing in the Anishinaabe community	Invited by the SKG board of governors	1
Representative of the Children of Shingwauk Alumni Association	Nominated by the Association, then approved by the board	1
Representative of the Indian Friendship Centre in Sault Ste. Marie	Nominated by the Centre, then approved by the SKG board	1
Representative of the Métis Nation of Ontario	Nominated by the Nation and approved by the SKG board	1

Voting members	Process leading to appointment	No. of members
Total number of members		Up to 11

A representative of the Children of Shingwauk Alumni Association, the Indian Friendship Centre in Sault Ste. Marie, or the Métis Nation of Ontario may also be a director of SKG. (For clarity, where a representative is also a director, the individual would serve as a member in both capacities and have only one vote.)

4.2 Roles and responsibilities of voting members

The main role and responsibility of members of SKG is to approve directors to serve on SKG’s board of governors.

Voting members shall approve directors by a majority of votes cast by members participating in the AGM, where quorum is met.

Voting members shall also approve specific fundamental matters set out in SKG’s Bylaw no. 1 – for example, changes to SKG’s bylaw as it affects conditions of membership, or provisions concerning notice of membership meetings.

At the AGM, voting members shall also:

- Consider SKG’s financial statements;
- Appoint SKG’s public accountant;
- Be given an opportunity to review and comment on SKG’s strategic directions, as presented by the board; and
- Address other matters appropriately brought by the board to the meeting.

4.3 Criteria for voting membership

Voting members of SKG must:

- Be nominated by the current directors of SKG’s board of governors, or by an Indigenous organization entitled by this policy to nominate a member;
- Be of good standing and positive reputation in the Anishinaabe community, the wider community and SKG;
- Be committed to realizing the vision of Chief Shingwauk and the mission of SKG to be a Centre of Excellence in postsecondary education for Anishinaabe people;
- Pay any membership dues (if these have been established by SKG); and
- Once appointed as a member, act in the best interests of SKG.

The board may revoke membership of an individual who no longer meets the criteria for membership, or where any of the conditions set out in SKG's Bylaw No. 1, section 2 for termination of membership is met.

4.4 Appointment of voting members

The board shall admit every individual elected by the members to be a director as a voting member of SKG, immediately upon his or her election as a director.

An individual who has been elected as a director shall cease to be a voting member if he or she resigns or is removed from the board.

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 organization to nominate a possible member who holds or held leadership or another responsible position in that organization, or in the community represented by that organization.
- Encourage the organization to provide information about their nominee to support the board's consideration.

The SKG board shall:

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

4.5 Term of voting members

Members shall be appointed by the board for a term of one year.

- The board shall confirm renewal of the annual term of members in advance of the AGM.
- Where applicable, the board may choose to renew a membership without consulting with the organization that nominated the member, or it may seek confirmation of renewal (or nomination of a different individual) by the organization, as it deems appropriate.

Voting members may be re-appointed for an unlimited number of terms.

4.6 Revocation of membership

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.

Where applicable, the board shall revoke membership of a member where the organization that nominated the member requests it.

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 2.05 (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 of an individual nominated by an organization, it shall inform the organization that nominated the member and provide it with an opportunity to nominate another individual for membership.

4.7 Membership meetings

SKG shall hold at least one meeting each year—an annual general meeting (AGM) concerning which all voting members shall receive notice in accordance with Bylaw No.1. The agenda of this meeting shall include:

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

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 a simple majority of the members entitled to vote at the meeting (the total number of voting members admitted to membership by the board).

Every question put to vote at a members' meeting shall be determined by a majority of the votes cast on the question, with the exception of special resolutions (see immediately below). In case of a tie, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.7.1 Special resolutions

The Canada Not-for-Profit Corporations Act sets out requirements for members' approval of changes to the corporation's bylaws concerning classes or conditions of membership, voting

methods, minimum or maximum numbers of directors, and other matters specified in section 197 of that Act.

Such changes require a special resolution, and approval of a special resolution requires a two-thirds majority of votes cast at a meeting of members.

5.0 Non-voting members

SKG may choose to invite Anishinaabe nations, Indigenous organizations, and other organizations to nominate non-voting members. Non-voting members must be appointed by SKG's board.

SKG may choose to engage with non-voting members in order to:

- Strengthen SKG's accountability to its community,
- Gain perspectives and advice concerning SKG's priorities and plans, and/or
- Engage with non-voting members for other purposes deemed appropriate by the board.

Non-voting members shall be appointed for a term of one year.

Non-voting members may be re-appointed for an unlimited number of terms.

6.0 Board of governors

6.1 Composition of the board of governors

SKG's board of governors shall comprise up to nine (9) directors, as follows:

- One of the directors shall be the Chief or member of Council of the Batchewana First Nation.
- One of the directors shall be the Chief or member of Council of the Garden River First Nation.
 - These First Nations have designated positions on the board because the Batchewana First Nation and the Garden River First Nation have an historical connection with the long-standing goal to establish an Anishinaabe postsecondary education institute in Baawaating (Sault Ste. Marie and surrounding areas)—the goal being realized in SKG.
 - Where a First Nation council has nominated an individual, the board shall consider the nomination and determine whether the nominee should be recommended to voting members for election to the board.
- One of the directors shall be an Anishinaabe elder and/or knowledge keeper, recommended to voting members by the other directors for election as a director.
- The remaining directors shall be individuals recommended to voting members by the other directors for election as a director.

Every director shall meet the requirements of this policy concerning criteria for appointment as directors.

6.2 Criteria for appointment of directors

Individuals must meet all the following criteria to be recommended to members for appointment as a director and to remain a director once appointed:

- Be of good standing and positive reputation in the Anishinaabe community, the wider community, and SKG;
- Have knowledge of the history of Chief Shingwauk's vision for Anishinaabe education and SKG;
- Be committed to realizing the vision of Chief Shingwauk and the mission of SKG to be a Centre of Excellence in postsecondary education for Anishinaabe people;
- Be committed to the Seven Grandfather Teachings that guide SKG;
- Adhere to SKG's code of conduct for directors;
- Meet the requirements of SKG's bylaw concerning qualifications of directors (be at least 18 years of age, not bankrupt, and not ineligible to serve as a director as defined the Income Tax Act);
- Demonstrate financial responsibility; and
- Provide a police criminal record check.

Once appointed, a director must always act in the best interests of SKG.

Where a director no longer meets these criteria, the board may revoke the director's appointment.

6.3 Expertise of directors

Current members of the board, in developing recommendations to members for appointments to the board, shall strive to ensure that directors in the aggregate have relevant experience in:

- Anishinaabe culture and ways of knowing;
- Leadership and/or governance in other organizations;
- Finance and/or audit, and
- Leadership, teaching and/or research in the postsecondary education sector.

A significant majority of the directors shall be Anishinaabe.

6.4 Appointment of directors

The appointment of all directors shall be approved by a vote of SKG's voting 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 governors 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, where a new or continuing appointment of a director from these nations is required:

- 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.
- Where a First Nation council has nominated an individual, the board shall consider the nomination and determine whether the nominee should be recommended to voting members for election to the board.

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.

6.5 Directors to be admitted as voting members

The board shall admit every individual elected by the members to be a director as a voting member of SKG, immediately upon his or her election as a director.

6.6 Term of appointment

Directors shall be appointed for a term of up to three years. A director's term shall expire no later than the close of the third annual membership meeting after the director's election.

Directors may be re-appointed for an unlimited number of terms.

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.

6.7 Removal of directors

Where a director no longer meets the criteria set out above in this 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.

6.8 Remuneration of directors

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any remuneration of profit from his or her position as such.

A director may be reimbursed for reasonable expenses incurred in performing his or her duties.

6.9 Quorum and votes

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

Except where specified otherwise in SKG's bylaw or 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.

6.10 Leadership of the board

The board shall choose its chair and vice-chair, and the terms for which the chair and vice-chair serve.

The board shall confirm the appointment of its chair and vice-chair by vote of a majority (50 percent plus one) of all directors that have been appointed.

Directors may serve as chair or vice-chair for an unlimited number of terms.

6.11 Board committees

The board may establish committees to consider matters specified in the committees' mandates.

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.

The board may delegate decision-making authority to a committee. Where the board delegates decision-making, the delegation shall be limited and specific.

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.

Committees shall:

- Bring regular reports to the board, and
- Bring recommendations to the board for consideration, except in matters where the board has delegated decision-making.

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 GOV 03 Academic Governance and its associated procedure.

7.0 Related Policies, Procedures & Documents

SKG’s Bylaw No. 1

GOV 02 Board of Directors’ Code of Conduct

GOV 03 Academic Governance and its associated procedure

SKG’s policies and procedures may be found on SKG’s website.

8.0 Responsible Officer

Director of Operations

9.0 Version history

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