



# Nuu-chah-nulth Tribal Council

## TERMS OF REFERENCE FOR THE NTC PRESIDENT AND VICE PRESIDENT

Adopted May 27, 2005 (Amended May 27, 2008, September 28, 2009, February 26, 2013, September 23, 2013, and May 26, 2015).

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### NTC PRESIDENT AND VICE PRESIDENT TERMS OF REFERENCE

#### Definitions:

“**Board**” is the NTC Society Board of Directors, the collective body of 14 First Nation’s representatives selected according to the NTC Society Bylaws, and as listed for the registry required by the *Society Act*.

“**Members meetings**” are meetings of the collective body of First Nation’s representatives selected according to the NTC Society Bylaws, and as listed for the registry required by the *Society Act*.

“**President and Vice President**” are the political representatives of the NTC that were elected according to the process outlined in the NTC Society Bylaws.

“**Executive Director**” is the person selected by the Board to oversee all administrative functions of the NTC.

“**Conflict of Interest**” includes a perceived conflict of interest, is when the President or Vice President, or any member of the President or Vice President’s Immediate Family or another individual who the President or Vice President has a close relationship with, who may actually benefit from, or be perceived to benefit from contracts, agreements or other undertakings associated with the NTC Society, as a result of the President or Vice President’s position.

“**Immediate Family**” includes the President or Vice President’s father or mother (including natural parent, step-parent, common law or foster parent); sibling (including step or adopted siblings); spouse (including common-law spouse); child (including natural child, step-child, ward or legally adopted child); grandmother or grandfather.

## **General Purpose**

1. The President and Vice President positions have been established:
  - a. to provide an organizational linkage between the Board and the NTC Executive Director; and
  - b. to represent and advance the political values and interests of the NTC Society by ensuring the implementation of the strategic direction developed by the Board on an urgent basis, otherwise, seek motion from the Board of Directors.

## **Roles and Responsibilities of President and Vice President:**

2. During the term of service, the President and the Vice President shall devote his/her best efforts, skill and abilities to NTC and the promotion of NTC's interests.
3. The President and Vice President is required to devote a minimum of five (5) days per week to the business and affairs of the NTC. The roles and responsibilities of the President and Vice President are to be performed primarily out of the NTC main administration office. .
4. The President and Vice President will ensure that one of them will always be available to respond to any political matters at all times..
5. In addition to performing duties related to the above sections, the President and Vice President are responsible for performing the following roles and responsibilities:
  - a. adhering to all NTC policies, procedures and guidelines.  
acting as the official media spokespersons for the NTC. The President and Vice President shall consult with one another and determine who has the appropriate knowledge and expertise to speak to the media regarding a particular issue;
  - b. coordinating monthly Executive Committee meetings;
  - c. prioritizing workload on a daily basis;
  - d. attending internal/external meetings as necessary, reviewing analyzing reports issued by government and non-governmental agencies;
  - e. reviewing and issuing correspondence as an official representative of NTC;
  - f. screening invitations for attendance at functions/events and determine NTC representation. In particular, correspondence written to the President and Vice President requesting attendance or participation in meetings, functions or events, should be shared and discussed at the Executive level, with consideration given to the following factors:
    - Will the participation benefit the NCN?
    - Who is responsible for paying for the costs of participation?
    - Are there any scheduling conflicts with NTC/NCN events, meetings etc.?
    - What is the expected outcome – does it advance the strategic plan of NTC?
    - Who is the best individual(s) to attend on behalf of NTC, (particularly where invitations are extended to NTC staff as well as the President and/or Vice President)?

- Should the information contained in correspondence to the President and Vice President be shared with the NTC Directors & Society Members, in situations where it may be an open public type of event or topic that is a priority to NTC?
- g. representing the NTC at any other events and meetings, and participating on any other committees and boards, as determined by the Board;
  - h. assisting, when required, in the development and negotiation of program budgets and related contracts;
  - i. attending NTC First Nations Chief and Council and community meetings as requested by NTC First Nations. Either the President or Vice President will attend, depending on the nature of the issue, or the nature of the request.
  - j. The President and Vice President are not to involve themselves in the internal politics or issues of any Nuu-chah-nulth First Nation or Region, but may act in a supportive capacity to resolve issues between NTC First Nations or Regions;
  - k. Must be able and willing to travel as is required to implement the political strategic direction set by the Board; and
  - l. performing other duties determined, from time to time, by the NTC Board of Directors, in accordance with the nature of their office.
  - m. Travel budgets are provided to the President and Vice President to implement the strategic direction set by the Board.
  - n. For clarity, individual NTC Society directors or First Nations, or others alone have no authority to delegate responsibilities to the President and Vice President.
  - o. The Board hereby expressly delegates the following areas of authority to the President and Vice President:
    - 14.1.1.o.1 Responsibility to implement strategic directions that are political in nature;
    - 14.1.1.o.2 Authority to monitor the performance of the Executive Director, in accordance with the Terms of Reference.
  - p. For clarity, the President and Vice President have no authority over the administration or administrative staff as this authority has been delegated exclusively to the Executive Director. The President and Vice President must respect operational lines of authority and shall not interfere with administrative processes or decisions at the operational level.
  - q. Ensure distribution of portfolios amongst the President and Vice President that align with the NTC and the Boards strategic direction/plan and carry out the work as required.

## **Roles and Responsibilities of the President**

6. The President is responsible for “international” issues, which are those involving parties external to the NTC (e.g. external governments). These responsibilities include the following:
  - a. liaising with and lobby or advocate external Governments (municipal, regional, provincial, federal or international) and agencies as necessary to implement the political strategic direction set by the Board;
  - b. lobbying for funding identified by the Board; and
  - c. performing the roles and responsibilities of the Vice President, as necessary, in the absence of the Vice President.

## **Roles and Responsibilities of the Vice President**

7. The Vice President is responsible for issues internal to the NTC (e.g. First Nation communities, NTC board and committees). These responsibilities include the following:
  - a. Respond to NCN FN issues and problem solve as requested or required.
  - b. performing the roles and responsibilities of the President, as necessary, in the absence of the President.

## **Remuneration and Budget**

8. The President and the Vice-President, for so long as he or she shall fulfill the obligations of the office and so long as he/she remains in office, shall receive remuneration fixed annually by the Board.
9. The Board will set the remuneration for the President and Vice President.
10. The President and the Vice President will have no entitlement to remuneration or benefits or to any other payment or notice of termination upon ceasing to hold the office for whatever reason, including removal from office in accordance with the Bylaws as amended from time to time by the members
11. Travel and telephone expenses reasonably incurred by the President and Vice President in connection with the duties and responsibilities of their office, will be reimbursed according to NTC policy. In no circumstance shall the President and Vice President be reimbursed for expenses which exceed the amounts budgeted for such expenses.
12. The President and Vice President shall be paid bi-weekly.
13. The President and Vice President are encouraged to develop a plan to ensure that budget will be available to support activities required for the President and Vice President to implement the political strategic direction set by the Board.

### **President and Vice President Relationship with the Board**

14. The President and Vice President are solely accountable to the collective Board for all actions related to implementing the political strategic direction provided by the Board.
15. The Board shall oversee the monitoring
  - a. of the President and Vice President with respect to the implementation of the political strategic direction developed by the Board; and
  - b. All financial matters related to the President and Vice President, including budgets, expenditures, and expense claims.
16. The Board can monitor these areas by directly observing performance, or by requesting information and documentation from the Executive Director, auditor or others.

### **President and Vice President Relationship with the Executive Director**

17. The President and Vice President will be responsible for monitoring:
  - a. the performance of the Executive Director with respect to the implementation of the administrative strategic direction developed by the Board; and
  - b. the Executive Director's adherence to those NTC administrative policies, procedures and guidelines for which the President and Vice President have signing authority over the Executive Director (e.g. Executive Director requests for leave).
18. Where the President and Vice President identify an area of concern regarding the Executive Director's performance, the President and Vice President shall report the issue to the Board.
19. As the head of NTC operations, the Executive Director has the authority to carry out, and ensure President and Vice President adherence to, NTC administrative policies, procedures and guidelines.
20. Where the Executive Director identifies an area of concern regarding President and Vice President's performance or adherence to policy, the Executive Director shall review with the President and Vice President, and if unable to resolve shall report the issue to the Board.

### **Priorities and Reporting**

21. The President and Vice President will determine their priorities the following criteria while exercising their authority to monitor as set out herein:
  - a. Was the outcome described in the strategic direction delegated by the Board delivered?
  - b. Was the outcome delivered without contravening any limitations set regarding unacceptable actions, budget and/or time?
  - c. Did the actions taken address the best interests of the NTC Society as a whole?; and

d. Did the actions taken address the protection of NTC assets?

22. The President and Vice President will provide written reports:

- a. to the Board of Directors at their regular meetings
- b. annually to membership at the Annual General Meeting; and,
- c. which include information from internal (e.g. NTC documents) or external (e.g. auditor) sources as appropriate.

23. The Directors shall be responsible to ensure that performance reviews for the President and Vice President are conducted annually and prior to the completion of each 12 month term.

### **Code of Conduct**

24. **Loyalty** – At all times during their term of service, the President and Vice President must remain loyal to the interests of the NTC Society. This loyalty is paramount and supersedes

- a. the interests of any advocacy or special interest groups, and membership on other boards or organizations; and
- b. the personal interest of the President and Vice President.

25. The President and Vice President shall display the highest standard of personal conduct during their term, whilst representing the NTC, and will avoid any conduct that could cause embarrassment or liability to the NTC.

26. The standard of personal conduct requires that the President and Vice President:

- act professionally and in accordance with the law;
- attend and actively participate in any meetings relevant to the carrying out of the duties and responsibilities of the President and Vice President;
- act honestly and forthright at all times; and
- maintain responsibility and accountability for performing the duties and responsibilities of the President and Vice President positions.

### **Conflict of Interest**

27. The President and Vice President must openly disclose to the Executive Director any and all Conflicts of Interest, real or perceived. If the President and/or Vice President fail to declare a Conflict of Interest, but another Board Member or the Executive Director recognizes a real or perceived Conflict of Interest, the officer must disclose the Conflict of Interest to the Board.

- a) If a conflict of interest is deemed to exist on the part of President or Vice-President, the individual shall remove themselves from the meeting and shall not participate in any discussion on the issue giving rise to the conflict.
- b) In the event of a Conflict of Interest, the President or Vice President shall not participate in any discussions or engage in any conduct which may influence resolutions or decisions relating to the matter with which they are in conflict.

- c) For clarity, the President and Vice President shall not use information obtained as a result of their position for their personal benefit or for the benefit of their Immediate Family.
- d) The Board may direct the President or Vice President to resign from any position they held prior to the election.
- e) In a situation where the President or Vice President has a personal relationship, financial relationship, and including a personal friendship with a member of the administration or a person who has an interest in the NTC, the President and Vice President must ensure that every effort is made to avoid any potential or real Conflict of Interest where such a relationship exists, it must be disclosed to the Board.

## **Confidentiality**

28. Confidentiality is clarified as follows:

- a Confidential Information. “Confidential Information” means information known or used by NTC in connection with NTC business that is not publically known or available, including but not limited to personnel information, financial information, information about any of the Nations or organizations which NTC deals with, information about any persons that NTC provides services for, and information relating to intellectual property, owned, licensed, or used by a member of the NTC or in which NTC otherwise has an interest. The President and Vice President acknowledges that the Confidential Information is the exclusive property of NTC.
- b Use of Confidential Information. The President and Vice President agrees at all times during the term of his/her appointment and after the end of his/her appointment, howsoever caused, to indefinitely hold in strictest confidence, and not to use or attempt to use, except in the performance of his/her duties on behalf of NTC, and not to disclose to any person or entity without written authorization from NTC, any Confidential Information of the NTC. The President and Vice President understands that all Confidential Information, which he/she is exposed to during his/her term, whether created by him/her or others, constitutes the property of NTC and shall not be copied or removed from NTC premises except in the pursuit of the NTC business. The President and Vice President acknowledges and agrees that the unauthorized disclosure of any Confidential Information during the term of his/her term will justify a breach of confidentiality and is subject to disciplinary review by the NTC Board of Directors and possibly the Society membership.
- c Third Party Information. The President and Vice President recognize that NTC has received and in the future will receive from third parties their confidential or proprietary information subject to a duty on NTC’s part to maintain the confidentiality of such information and to use it only for certain limited purposes. The President and Vice President agrees to hold all such confidential or proprietary information in the strictest confidence and not to disclose it to any person or entity or to use it except as necessary in carrying out his work for NTC, consistent with NTC’s agreement with such third party.

**Application of NTC Human Resource and Bullying and Harassment Policy**

29. The President and Vice President are subject to all the provisions of the NTC Human Resource Policy and Bullying and Harassment Policy, with the following exceptions:

- a. The appointment and termination of the President and Vice President shall be subject to the NTC Society Bylaws;
- b. These Terms of Reference shall take precedence over any and all NTC Human Resources Policy provisions that may be inconsistent with these Terms of Reference; and
- c. All procedures that would otherwise be carried out by the NTC Human Resource Committee will be carried out by the NTC Directors.
- d. Time management, annual leave, medical leave, timesheets and other such matters which the NTC Board of Directors has determined.

Failure of the President or Vice President to abide by the Terms of Reference, applicable policies, procedures, and guidelines shall be viewed as a breach and as such is subject to discipline up to and including removal of the President and Vice President from his/her position.

**Effective Date**

30. This Terms of Reference is effective from the NTC AGM in September 2013, until reviewed again by the NTC Directors.

The undersigned (*name*) \_\_\_\_\_ acknowledges that he/she has read and understood these Terms of Reference and has been provided with a copy of all policies referred to herein, and agrees to comply with these Terms of Reference and any such applicable policies during the his/her term as President and/or Vice President.

\_\_\_\_\_  
PRESIDENT / VICE-PRESIDENT

\_\_\_\_\_  
DATE

\_\_\_\_\_  
WITNESS

\_\_\_\_\_  
DATE