



NUNATUKAVUT COMMUNITY COUNCIL GOVERNANCE LAW

Approved by Council on June 25, 2022. Amended on February 23, 2023.

NunatuKavut Community Council Governance Law

Table of Contents

PART 1	PREAMBLE	5
PART 2	PRELIMINARY MATTERS	5
2.1	Title.....	5
2.2	Purpose	6
2.3	Definitions and Interpretation.....	6
2.4	Rules of Priority	10
PART 3	HEAD OFFICE OF THE NCC	10
PART 4	FISCAL YEAR OF THE NCC.....	10
PART 5	ORGANIZATIONAL STRUCTURE OF THE NCC	10
PART 6	PLANNING.....	10
6.1	Strategic Plan, Annual Department Workplans and Annual Reports	10
PART 7	LEGISLATIVE AND DECISION-MAKING PROCESS	11
7.1	Development and Approval processes for NCC Laws and Policies.....	11
7.2	Approval process for NCC Resolutions	12
7.3	Registry of NCC Laws and Resolutions	12
PART 8	COUNCIL	13
8.1	General	13
8.2	Responsibilities of NCC.....	13
8.3	Delegation	14
8.4	Composition of Council	15
8.5	Term of Office.....	15
8.6	Eligibility to Serve as Council Members.....	15
8.7	Vacancy of Office of Council Member	15
8.8	Remuneration.....	16
8.9	Conduct of Council Members	16
8.10	Public Statements on behalf of NCC.....	17
8.11	Relationship between Council and NCC Administration	17
8.12	Treatment of Confidential Information by Council	18

8.13	Ownership and Use of Documents, Information and Property.....	18
8.14	Gifts & Benefits	19
8.15	Council Hours and Working Conditions.....	19
8.16	Outside Employment and Activities	20
8.17	President	20
8.18	Vice-President	21
8.19	Portfolio Holders	22
PART 9	COUNCIL MEETINGS	24
9.1	General.....	24
9.2	Regular Council Meetings.....	25
9.3	Special Council Meetings.....	25
9.4	Notices of Meetings	25
9.5	Agenda	26
9.6	Quorum	26
9.7	Running of Council Meetings	27
9.8	Council Meeting Minutes	28
9.9	Voting at Council Meetings	29
PART 10	COMMITTEES OF THE COUNCIL.....	29
10.1	Executive Committee	30
PART 11	LEADERSHIP SECRETARIAT.....	31
11.1	Creation and Composition.....	31
11.2	Mandate	32
11.3	Meetings and Functioning.....	33
PART 12	OFFICERS, DIRECTORS AND EMPLOYEES OF THE NCC.....	34
12.1	Officers	34
12.2	Directors.....	34
12.3	Chief Administration Officer.....	35
12.4	Chief Financial Officer	36
12.5	Chief Operations Officer.....	38
12.6	Chief Communications Officer	38
12.7	Chief Governance Officer	39

12.8	Other Officers and Employees.....	39
PART 13	ANNUAL GENERAL ASSEMBLIES AND ANNUAL COMMUNITY MEETINGS	40
13.1	Annual General Assemblies	40
13.2	Voting at Annual General Assemblies	41
13.3	Keeping of Records of Annual General Assemblies	42
PART 14	CONFLICTS OF INTERESTS	42
14.1	Definition of Conflict of Interest.....	42
14.2	Council - General Obligations	44
14.3	Council Decisions.....	44
14.4	Conflict of Interest Procedures.....	45
14.5	Disclosure of Interests	46
14.6	Officers and Employees - General Obligations	47
14.7	Conflict of Interest Procedures for Officers and Employees	48
14.8	Employment Relationships with Family Members	48
14.9	Contractors, Agents and Related Bodies - General Obligations	48
14.10	Remedies	49
PART 15	INVESTIGATIONS INTO CONDUCT OF COUNCIL MEMBERS AND DISCIPLINARY MEASURES	50
15.1	What can be the subject of a complaint.....	50
15.2	Process required to submit a complaint	50
15.3	Which complaints will be investigated?	51
15.4	Initial review of complaint.....	51
15.5	Investigation of complaint.....	52
15.6	Review of complaint by Disciplinary Committee.....	52
15.7	Hearings of Disciplinary Committee	53
15.8	Determination by Council of any disciplinary measures	54
15.9	Conflicts.....	55
15.10	Other potential sanctions.....	56

PART 16	SIGNATURE AND CERTIFICATION OF DOCUMENTS	56
PART 17	INSURANCE REQUIREMENTS	57
PART 18	COMPLIANCE AND ENFORCEMENT	57
PART 19	FINAL PROVISIONS.....	57
Schedule A :	Structure of NCC	59
Schedule B :	Oath and Code of Conduct of the NunatuKavut Community Council Members	60
Schedule C :	Overview of the Council Member Investigation Process	63

PART 1 PREAMBLE

Whereas the NunatuKavut Inuit (pronounced “Noo-na-too-ha-vut”) are the Inuit of the Southeast, South and Central Labrador;

Whereas the rights of the NunatuKavut Inuit are inherent and are recognized under section 35 of the *Constitution Act, 1982*, the *United Nations Declaration on the Rights of Indigenous People*; and various Nation-to-Nation treaties and agreements, such as the *British-Inuit Treaty of 1765*;

Whereas the NunatuKavut Community Council (“**NCC**”) is the representative governing body for the NunatuKavut Inuit;

Whereas NunatuKavut Inuit has its own laws and legal systems, values, principles and practices which must guide its Council and the management of its traditional territory and which are reflected in the governance framework set out herein;

Whereas the NCC wishes to ensure principles of good governance, such as transparency and accountability, are fully incorporated in the governance framework set out herein;

Whereas the NCC further wishes to implement a governance model which protects and maintains the laws, culture, practices, traditional territory and way-of-life of the NunatuKavut Inuit and the Inuttitut language for future generations;

Whereas the NCC also wishes to put in place a governance model that supports a community where all members, from elders to youth, can live in health, happiness and according to their potential;

NOW THEREFORE the NunatuKavut Community Council at a meeting held in Happy Valley-Goose Bay, NunatuKavut on the 23rd of February, 2023 hereby enacts the present NCC Governance Law as follows:

PART 2 PRELIMINARY MATTERS

2.1 Title

1. This Law may be cited as the NunatuKavut Community Council Governance Law.

2.2 Purpose

2. While the overall responsibility for the governance of the NCC remains with the Council as a whole, this Governance Law sets out the expectations and intentions of Council with respect to the governance of the NCC and in particular the roles played by the President, Vice-President and the Councillors, the operation of Council Meetings, the role and operation of the Leadership Secretariat, the role of various senior officers and directors, the process for law making and decision making, the holding of meetings, Annual General Assemblies, Annual Community Meetings and various other governance processes.

2.3 Definitions and Interpretation

3. For the purposes of this Law:

“Annual Community Meeting” means a meeting of NunatuKavut Members in a NunatuKavut community prior to the Annual General Assembly, as set out in Part 6;

“Annual Department Workplan” means the annual workplans for each Department of the NCC, as set out in section 12; and

“Annual General Assembly” means a meeting of NunatuKavut Members, as set out in Part 13;

“Benefit” means a direct or indirect monetary or non-monetary advantage, other than the prestige associated with the position of Council Member;

“Business” means a sole proprietorship, partnership, corporation, or joint venture;

“Child” means a person who is a Member and is either a person’s natural child, adopted child, or child whom the person has demonstrated a settled intention to treat as a child of their family who is under the age of 18 years and includes such a person who is:

- (a) over eighteen (18) years of age but under the age of twenty-one (21) years and is enrolled in, and attending, a post-secondary educational institution, or
- (b) over the age of eighteen (18), but as a result of mental or physical disability, is unable to care for themselves and is dependent on someone else for support;

“Closely-Related Person” means a person who is:

- (a) a Family Member of a Council Member, Officer, or Employee, agent or contractor of NCC, or
- (b) an associate or partner of a Council Member, Officer, or Employee, agent or contractor of NCC and the person holds a Significant Interest in the Business that is the subject of a Council Decision or Transaction;

“Committee” means any standing or *ad hoc* group of people officially established by the Council to perform a function specified by the Council;

“Committee Chair” means the Council Member chosen to lead a standing or *ad hoc* committee of the Council;

“Common-Law Relationship” means the situation where two people have lived together in a marriage-like relationship for at least one (1) year;

“Conflict of Interest” means any of the situations as defined in article 14.1;

“Council” means the governing body of the NunatuKavut Community Council made of the duly elected Council Members, and is also the Board of Directors within the meaning of the *Corporations Act*, RSNL 1990, c C-36;

“Council Meeting” means a validly held meeting of the Council, either a Regular Council Meeting or a Special Council Meeting;

“Council Member” refers to any member of the Council, including a Councillor, the Vice-President or the President of the NCC, and is a director within the meaning of the *Corporations Act*, RSNL 1990, c C-36;

“Councillor” means a regular Council Member of the NCC, not including the President or Vice-President;

“Custom” means the cultural or traditional practices the NunatuKavut Inuit maintain and practice today;

“Disciplinary Committee” means the committee established by Council from time to time to consider investigations into Council Member conduct in accordance with Part 15, and which shall consist of not less than three members;

“Elder” means a person who is respected by the community, typically older in age, knowledgeable of the traditional culture and practices, follows wise practices, and who agrees to engage in the selection process. The Council shall select the person;

“Elector” means a Member who is sixteen years (16) of age or over and not declared mentally incompetent under the laws of Newfoundland and Labrador;

“Employee” means an Employee of the NCC, including an Officer or a Director unless the context requires otherwise;

“Executive Committee” means the three-member Executive of the Council and consists of the President, the Vice-President, and one other Council Member elected from within the Council;

“Ex-Officio” means membership by virtue of office or position and that person is not granted voting privileges and is not counted in the quorum of a committee;

“Family Member” means an individual’s Spouse, Child, brother, sister, parent or grandparent (including in-laws);

“Financial Administration Law” refers to the Financial Administration Law of the NCC;

“Fiscal Year” means the twelve-month period between April 1 and March 31;

“HR Investigator” means the independent human resources investigator appointed to investigate Council Member conduct in accordance with article Part 15;

“in camera” means a portion of a Council Meeting which is closed and private, which only authorized persons may attend subject to section 54;

“Married” means the union of two persons that is formalized by religious or civil ceremony recognized under the laws of other governments or recognized under Custom;

“Member” means a person who meets the criteria for full membership with NCC and is duly recognized as a bona fide NCC member;

“NCC” means the NunatuKavut Community Council, the representative governing body of the NunatuKavut Inuit, and also incorporated under the laws of Newfoundland and Labrador and NunatuKavut Community Council Inc.;

“NCC Law” means a duly approved law of the NCC, and also refers to articles or by-laws of NCC, as defined under the *Corporations Act*, RSNL 1990, c C-36;

“Officer” means a person holding the position of Chief Governance Officer, Chief Operations Officer, Chief Financial Officer, Chief Administration Officer, Chief Communications Officer or any other Officer duly appointed by the Council;

“President” means the duly elected President of the NunatuKavut Community Council, a member of the Council;

“Private Interests” means the personal and financial interests of a person and includes the personal and financial interests of Closely-Related Persons;

“Related Body” means

- (a) any agency of NCC,
- (b) any corporation in which NCC has a material interest or that is controlled by NCC,
- (c) any partnership in which NCC or another Related Body of NCC is a partner, or

- (d) a trust of NCC;

“Regular Council Meeting” means a duly held NunatuKavut Community Council meeting as set out in article 9.2 of this Law;

“Significant Interest” means 25% or more ownership, control, or other financial involvement;

“Special Council Meeting” means a NunatuKavut Community Council meeting that is not part of the regular schedule of meetings and is duly called and held as set out in article 25 of this Law;

“Spouse” means a person who is Married to, or in a Common-Law Relationship with, another person;

“Strategic Plan” means the four-year strategic plan of NCC, as set out in section 10; and

“this Law” means this NCC Governance Law; and

“Transaction” means an arrangement under which

- (a) the Council and another person agrees to exchange value or services,
- (b) the Council confers a Benefit on another person, or
- (c) the Council receives a Benefit from another person; and

4. In this Law, the following rules of interpretation apply:

- (a) words in the singular include the plural, and words in the plural include the singular;
- (b) a reference to by-law, law or enactment includes any amendment or replacement of it and every regulation made under it;
- (c) if a word or expression is defined, other parts of speech and grammatical forms of the same word or expressions have corresponding meanings;
- (d) the expression “shall” is to be construed as imperative, and the expression “may” is to be construed as permissive;
- (e) unless the context indicates otherwise, “including” means “including, but not limited to”, and “includes” means “includes, but not limited to”; and
- (f) the Schedules attached to this Law form part of, and are integral to, this Law.

2.4 Rules of Priority

5. With the exception of the NunatuKavut Constitution, this Law shall prevail over other Laws of the NCC to the extent of any inconsistency or conflict.

PART 3 HEAD OFFICE OF THE NCC

6. The head office of the NCC shall be located at 200 Kelland Drive, PO Box 460, Stn. C, Happy Valley-Goose Bay, Newfoundland and Labrador.

PART 4 FISCAL YEAR OF THE NCC

7. The fiscal year of the NCC begins on April 1 of each year and ends on March 31 of the following year.

PART 5 ORGANIZATIONAL STRUCTURE OF THE NCC

8. The departments of the NCC are organized according to the NCC Organizational Chart attached to this Law in **Schedule A**.
9. The Council may amend the NCC's Organizational Chart by Council resolution.

PART 6 PLANNING

6.1 Strategic Plan, Annual Department Workplans and Annual Reports

10. In collaboration with other Officers, Directors and Council, the Chief Governance Officer shall prepare and recommend to the Leadership Secretariat a four-year Strategic Plan for the NCC every four years.
11. The Leadership Secretariat will review and recommend for approval the Strategic Plan to Council a minimum of one month before the Annual General Assembly each fourth year.
12. After collaborating with the Chief Operations Officer, individual Directors shall prepare and recommend to the Leadership Secretariat for approval an Annual Department Workplan for each Department by April 15 of each year.
13. In collaboration with the Chief Governance Officer, the Chief Communications Officer shall prepare and recommend to the Leadership Secretariat an annual report of the NCC each year. The Leadership Secretariat will review and recommend for approval the annual report to Council a minimum of one-month before the Annual General Assembly each year.

14. The Chief Governance Officer shall present progress reports on the Strategic Plan at least twice per year to the Leadership Secretariat.
15. The Chief Operations Officer shall present progress reports on the Annual Department Workplans at least quarterly to the Leadership Secretariat.
16. As requested by the Leadership Secretariat, any Officer or Director shall provide evidence that demonstrates their contribution to the fulfillment of the Annual Department Workplan or Strategic Plan.
17. As requested by Council, the Leadership Secretariat or an Officer shall provide evidence that demonstrates advancement of the Annual Department Workplan or Strategic Plan.
18. The Chief Governance Officer shall present the Strategic Plan at the Annual Community Meetings and the Annual General Assembly.
19. The President shall present the annual report at the Annual Community Meetings and at the Annual General Assembly.

PART 7 LEGISLATIVE AND DECISION-MAKING PROCESS

7.1 Development and Approval processes for NCC Laws and Policies

20. Discussions and deliberations by Council are held with a view to collaborative and unanimous decision-making. Notwithstanding the goal of consensus, except for as otherwise provided in this Law or in another NCC Law, the Council may adopt an NCC Law with the approval of the majority of the Council Members present when the vote is taken at a duly called Council Meeting.
21. A NCC Law comes into force on the day on which it is posted at the headquarters of the NCC and on the NCC website, or on such later day as is specified in the NCC Law.
22. Where a NCC Law is required to be approved by the Electors at an Annual General Assembly, that NCC Law comes into force on the day on which such approval is given or on such later day as is specified in the resolution.
23. The Council shall develop and/or amend NCC Laws and policies as required and as it deems appropriate, as pursuant to recommendations and information provided by the Leadership Secretariat, or, exceptionally, from an Officer or Director.
24. The Council shall consider proposals for NCC Laws and policies or amendments thereto from Members and other stakeholders, at the discretion of Council. If appropriate, Council will request recommendations from the Leadership Secretariat, an Officer or Director regarding such proposals.

25. Any person submitting a proposed addition or modification of a NCC Law or policy to Council shall make the request in writing to the President to be placed on the agenda of the Council for consideration. The decision whether to add the proposal to the Council Meeting agenda will be at the discretion of the President.
26. Every second year, the Leadership Secretariat will review all existing NCC Laws and policies and make recommendations to Council as to appropriate amendments, repeals or the need for new NCC Laws or policies.
27. A notation shall be made after each NCC Law or policy to designate when it was developed and the last date it was amended.

7.2 Approval process for NCC Resolutions

28. Except for as otherwise provided in this Law or another NCC Law, the Council may adopt a resolution with the approval of the majority of the Council Members present when the vote is taken.
29. A NCC resolution comes into force on the day on which it is adopted by the Council of the NCC or on such later day as is specified in the resolution.
30. Where a NCC resolution is required to be approved by the Electors at a General Assembly or referendum, that resolution comes into force on the day on which such approval is given or on such later day as is specified in the resolution.

7.3 Registry of NCC Laws and Resolutions

31. The Chief Administration Officer shall maintain a registry in which shall be kept the original copy of all:
 - (a) NCC Laws;
 - (b) NCC policies;
 - (c) Council minutes and resolutions;
 - (d) Leadership Secretariat minutes and resolutions; and
 - (e) NCC laws that have been repealed or are no longer in force.
32. The Chief Administration Officer shall ensure that a copy of each approved NCC Law in the registry is also publicly available through the website of NCC.
33. The Chief Administration Officer shall record the full text of every resolution adopted by NCC in the minutes of the Council Meeting at which the resolution was adopted.

34. Any Member or affected person is entitled to obtain a copy of a NCC Law, policy or resolution on payment of such reasonable fee as may fixed by the Council.

PART 8 COUNCIL

8.1 General

35. The NunatuKavut Inuit, as a collective, acts through its Council in exercising its collective rights, powers and carrying out its duties under this Law and other NCC Laws and its other jurisdictions and authority.

8.2 Responsibilities of NCC

36. The roles and duties of Council are the following:
- (a) To represent the collectivity of the NunatuKavut Inuit in regards to all rights collectively held, including those protected under the *Constitution Act, 1982* and the *United Nations Declaration on the Rights of Indigenous Peoples*, and exercise any jurisdiction in relation thereto;
 - (b) To fulfill the objects for the NCC set out in the *NunatuKavut Inuit Constitution*;
 - (c) To govern the NCC and provide overall strategy and leadership;
 - (d) To promote and preserve the laws, culture, values, traditions and Inuktitut language of the NunatuKavut Inuit;
 - (e) To ensure required NCC Laws and policies are in place respecting any matter relating to the financial and general operations of the NCC and any matter within their jurisdiction;
 - (f) To ensure that all NCC Laws and policies, including human resources policies and procedures are designed and implemented to facilitate effective internal controls;
 - (g) To hire and dismiss, as necessary, the Officers. If any Council Member is in a Conflict of Interest in relation to an applicant, that Council Member shall not partake in any discussions or decisions in relation to the selection;
 - (h) To be ultimately responsible for the financial administration of NCC funds in accordance with any *NCC Financial Administration Law*, and as such is responsible for:
 - i. the approval of budgets and financial statements of the NCC;

- ii. the approval of borrowing of the NCC;
 - iii. the approval of transfers of funds to and from Related Bodies;
 - iv. the approval of a legal guarantee given on behalf of the NCC; and
 - v. the approval of an indemnity given on behalf of the NCC;
- (i) To assign signing authority to specific Council Members and personnel, as required;
 - (j) the appointment of members and Council representatives to Related Bodies, external bodies and NCC Committees, subject to authority given to the Leadership Secretariat to make certain non-political appointments;
 - (k) To evaluate, at least on an annual basis, the functioning of the Council as a whole;
 - (l) To ensure that the financial, governance and general matters of the NCC's affairs are carried out effectively and efficiently; and
 - (m) To carry out any other duties or responsibilities as required by NCC law, including Inuit legal traditions, customs and practices.

8.3 Delegation

37. The Council may delegate the exercise of certain powers to the Leadership Secretariat, specified Employees, NCC Committees or Related Bodies as permissible by law, except the following:
- (e) the approval of NCC Laws;
 - (f) the approval of Council policies, procedures or directions;
 - (g) the appointment or removal of the Officers;
 - (h) the approval of budgets and financial statements of the NCC;
 - (i) the approval of borrowing of the NCC;
 - (j) the approval of transfers of funds to and from Related Bodies;
 - (k) the approval of a legal guarantee given on behalf of the NCC;
 - (l) the approval of an indemnity given on behalf of the NCC;
 - (m) the creation of a joint venture between the NCC and another entity; and

- (n) giving consent on behalf of the NunatuKavut Inuit for resource development projects within the traditional territory of the NunatuKavut Inuit, including the approval of any impact benefit agreements or related MOUs in relation to such development.

- 38. Council remains ultimately responsible for these matters whether or not they have been assigned or delegated to the Leadership Secretariat, an Officer, Employee, Committee, contractor, agent or Related Body.

8.4 Composition of Council

- 39. Council consists of the Council Members holding office pursuant to this Law and the NCC Election Law.

- 40. Unless otherwise set out in the *NCC Election Law*, the Council shall consist of twelve (12) Council Members, as follows:

- (a) Eleven (11) are elected pursuant to the *NCC Election Law*, including:
 - i. the President;
 - ii. nine (9) Councillors, representing each of the seven (7) electoral areas of the NCC; and
 - iii. one (1) Councillor representing youth, and
 - iv. one (1) elder.

8.5 Term of Office

- 41. The Council Members shall hold office for four years from the date of their election, as further set out in the *NCC Election Law*.

8.6 Eligibility to Serve as Council Members

- 42. The conditions for eligibility for an Elector to serve as Council Member are dealt with in the *NCC Election Law*.

8.7 Vacancy of Office of Council Member

- 43. The situations where a position on Council becomes vacant are dealt with in the *NCC Election Law*.

8.8 Remuneration

44. Council Members shall only be remunerated as per a resolution or NCC Law adopted by three-quarters ($\frac{3}{4}$) of the sitting members of Council.
45. Council Members shall be reimbursed for duly approved out-of-pocket expenses.

8.9 Conduct of Council Members

46. Council acts as a whole, and individual Council Members, must not exercise individual authority except when authorized to do so by Council resolution or a NCC Law.
47. Council and all Council Members should avoid, as much as possible, involvement in the day-to-day administration of the NCC and its Employees.
48. All Council Members owe a fiduciary obligation and have a duty of loyalty to the Members.
49. When exercising a power, duty or responsibility relating to the financial and general governance of the NCC, each Council Member must comply with the Code of Conduct and must:
 - (a) act honestly, in good faith and in the best interests of the NCC and its Members;
 - (b) act in a way to ensure the integrity and dignity of the NCC, Related Bodies, Members and Employees;
 - (c) comply with all NCC Laws, resolutions and policies;
 - (d) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - (e) avoid and disclose potential or declared Conflicts of Interest;
 - (f) set an example in public and private of good and respectful conduct towards themselves, the NCC, its Related Bodies, Members and other residents;
 - (g) where warranted under this Law, take disciplinary action in accordance with Part 15.
 - (h) focus on both the short and long-term needs of Members, residents, the NCC and all its Related Bodies;
 - (i) never willfully misrepresent the NCC;

- (j) participate in Council orientation and training activities that will prepare them to carry out their duties in an informed and responsible manner;
- (k) when asked and where possible, act as a member of a Committee;
- (l) know and support the Strategic Plan and Annual Department Workplan;
- (m) consult with the Members to inform the decisions of Council, as required;
- (n) come to Council Meetings prepared, ask informed questions, make a positive contribution to discussions and make decisions based on evidence;
- (o) come to Council Meetings and remain for the duration of the meetings;
- (p) work harmoniously with other Council Members without either dominating Council discussions or neglecting to contribute or take on an appropriate share of the work;
- (q) support decisions, Laws and policies of the Council at all times; and
- (r) complete work designated to that Council Member by Council.

8.10 Public Statements on behalf of NCC

- 50. Public statements on behalf of Council shall be made only by the President or such other persons who have been expressly authorized by the Council.
- 51. Other Officers may make limited public statements related to operational issues within their mandates, unless otherwise authorized by Council.

8.11 Relationship between Council and NCC Administration

- 52. Council Members must not undermine the authority of the Leadership Secretariat, Officers, Directors, Employees, NCC Committees or Related Bodies.
- 53. Council and individual Council Members must not instruct the Leadership Secretariat, Officers, Directors, Employees, NCC Committees or Related Bodies to perform any activity that is illegal, unethical, or dangerous or otherwise abuse political authority.
- 54. Allegations of interference by Council or Council Members in matters under the authority of the Leadership Secretariat, an Officer, Director or another Employee must be discussed and considered by Council *in camera*. If an investigation and/or disciplinary action may be necessary, Council shall follow the process laid out at Part 15.
- 55. Despite anything in this article 8.11, the President is entitled to attend any meetings of NCC Committees or any of its Related Bodies. However, the President is not entitled to

vote at any Committee meetings, if not already a member, or otherwise interfere with the operations of NCC Committees and its Related Bodies.

8.12 Treatment of Confidential Information by Council

56. Council Members and other attendees must respect and not share confidential information discussed or shared at Council Meetings, unless the information is already in the public domain or has been approved by Council for public release to Members or the public.
57. Without limiting the generality of section, examples of information that must be kept confidential includes:
 - (a) information related to individual Members or residents;
 - (b) information or discussions regarding individual Employees or potential Employees; and
 - (c) matters discussed during *in camera* portions of Council Meetings (see section 90).
58. Council Members shall not in any way make use of information received as a consequence of, or in the course of, their position as a Council Member in order to Benefit their Private Interests.
59. Council Members shall not use NCC property for personal.
60. Council Members shall not pursue an opportunity available to NCC to Benefit their Private Interests unless:
 - (a) it is clear that Council has irrevocably decided against pursuing the opportunity; and
 - (b) the opportunity in question is equally available to other Members, and the Council Member has complied with applicable NCC Laws and policies.

8.13 Ownership and Use of Documents, Information and Property

61. All work product created by Council, including any individual Council Member in the course of their duties, belongs to the NCC.
62. Within seven (7) days of ceasing to be a Council Member, the Council Member must return all work product and NCC property to the NCC and must not retain any copies.

8.14 Gifts & Benefits

63. Council Members must not accept any gift or benefit that exceeds a value of \$500 or could impair, or could be seen to impair, their independence of judgment in carrying out their duties.

8.15 Council Hours and Working Conditions

64. Regular office hours of the NCC are Monday through Friday, from 8:30 am to 4:30 pm with a one-hour lunch break from 12:00 pm to 1:00 pm.
65. The President must be available full-time to NCC offices to serve as President during NCC office hours and such other times as may be required.
66. Annual leaves, available sick days and other working conditions applicable to the President must be set out in the NCC's Human Resource Policy.
67. Councillor positions are part-time positions, and they must be available for at least the following:
- (a) to attend all Council Meetings (regular and special);
 - (b) to attend all Annual General Assemblies and Annual Community Meetings in their district;
 - (c) to attend all Committee meetings or events related to their portfolios;
 - (d) to prepare in advance for all Council Meetings and other meetings and events so they arrive having read all related documents and are ready to have informed and meaningful discussions on the topics on the agendas; and
 - (e) to respond promptly to e-mails and calls or to meet with community members, Employees or other Council Members to discuss concerns or questions related to their work as Councillors or within their portfolios.
68. Where it is deemed by the President that it is necessary for them or a Council Member to travel to a meeting or event or where a Council Member requests to attend an event, the President must notify the Chief Financial Officer to ensure the costs involved are covered in the budget.

8.16 Outside Employment and Activities

69. Council Members (with the exception of the President) may take on another job or activity outside of NCC, provided that the outside work:
- (a) does not interfere with the performance of their duties to NCC;
 - (b) does not bring NCC into disrepute;
 - (c) is not performed in such a way as to appear to represent NCC; and
 - (d) does not involve the use of NCC's facilities, services, equipment or supplies to which the Council Member has access by virtue of their relationship with NCC.
70. Council Members shall notify Council if an outside job or activity might affect their availability to fulfil their duties with the NCC.
71. Council Members, Officers and Employees are entitled to be actively involved in the community as citizens, provided that they keep their role as private citizens separate and distinct from their responsibilities with NCC.

8.17 President

72. The President is the principal representative of the NCC and shall perform any duties, power or authority assigned to them by this Law, other NCC Laws, resolutions of Council and resolutions of the Members at an Annual General Assembly or an Annual Community Meeting.
73. In particular, the President is responsible for:
- (a) presiding Council Meetings, Executive Committee meetings, Annual General Assemblies and Annual Community Meetings;
 - (b) interacting with the Officers, providing advice and guidance as requested by the Leadership Secretariat;
 - (c) ensuring adequate communication between Council and the Leadership Secretariat;
 - (d) acting as the official spokesperson for the Council;
 - (e) acting as the official NCC spokesperson with other levels of government;
 - (f) ensuring orientation sessions are held for any new Council Member;

- (g) presenting and recommending the approval of the Strategic Plan and Annual report by Council on behalf of the Leadership Secretariat;
- (h) delivering the Annual Report at Annual General Assemblies and the Annual Community Meetings;
- (i) developing, in collaboration with the Chief Administration Officer, the notice and agenda of Council Meetings;
- (j) fulfill commitments either as a member or as an *ex-officio* member of all NCC Committees;
- (k) ensuring the Council conducts evaluations of itself, at least once a term;
- (l) acting as a signing Officer for the NCC;
- (m) advising Officers of any concern with work performance, punctuality or any other concern;
- (n) fulfilling other duties specified in NCC Law and policy; and
- (o) carrying out other duties and responsibilities as required under traditional Inuit laws and practices.

74. The position of President is full-time and the President shall not take on any other responsibilities which could interfere with the carrying out of their responsibilities as President. If the President is contemplating becoming a board member of another entity, this shall be brought to the attention of Council.

8.18 Vice-President

75. The Vice-President is chosen by Council from among the Councillors at the first Council Meeting following each general Council election and remains in that position until the next general Council election or until removed by Council resolution approved by two-thirds (2/3) majority of those Council Members present at the Council Meeting.

76. The Vice-President is responsible for:

- (a) replacing the President at meetings when they are absent or unable to do so;
- (b) chairing Council Meetings, Annual General Assemblies and Annual Community Assemblies when the President is unable to do so;
- (c) consulting with the President concerning the affairs of the NCC;

- (d) carrying out the duties of the President in cases where the President is unable to personally carry out duties or functions;
 - (e) carrying out any other duties as may be assigned to them by the Council through resolution or through a law; and
 - (f) carrying out other duties and responsibilities as required by the Vice-President under NCC Law and policy.
77. In the event that the President is absent or incapacitated or if the office of President is vacant, the Vice President may exercise all the powers and duties of the President.
78. The Vice President shall not take on any other responsibilities which could interfere with the carrying out of their responsibilities as Vice President. If the Vice President is contemplating becoming a board member of another entity, this shall be brought to the attention of Council.

8.19 Portfolio Holders

79. Council may appoint Council Members as Portfolio Holder to areas of strategic importance to the NCC, such as:
- (a) Finance;
 - (b) Administration;
 - (c) Housing;
 - (d) Mining and natural resources;
 - (e) Fisheries;
 - (f) Subsidiaries of the NCC;
 - (g) External Affairs;
 - (h) Economic Development;
 - (i) Environment
 - (j) Justice, law and policing;
 - (k) Sports and leisure;
 - (l) Youth;
 - (m) Elders;

- (n) Culture;
 - (o) Inuit way-of-life and land;
 - (p) Tourism;
 - (q) Women;
 - (r) Health; and
 - (s) Education.
80. The role of the Portfolio Holder is to act as a liaison person between Council and the NCC's administration.
81. In particular, the Portfolio Holder is tasked with the following:
- (a) Doing all background reading and research within the portfolio area to assist the holding of properly-informed Council discussions;
 - (b) Ensuring that the issues within the portfolio are well understood by Council so that Council can formulate well-informed positions;
 - (c) Ensuring that the views of Council are properly understood by those Employees, Departments, Committees or Related Bodies assigned to address various aspects of the portfolio, consistent with the values, Strategic Plans, budgets, laws and policies of the NCC;
 - (d) Reporting the views of community members and key stakeholders back to Council to inform Council discussions and decisions;
 - (e) Presenting and representing the views of Council at community events and, as required, with other entities or governments, or to support the relevant Director in such communications; and
 - (f) Maintaining close communication with the relevant Officer or Director to ensure proper communication on portfolio matters between the political and administrative branches of the NCC.
82. The Portfolio Holder can be named as an *ex officio* member of any NCC Committees and the Portfolio Holder must not impose a specific course of action or decision on any of Committees, unless given a specific mandate to do so by Council.
83. The Portfolio Holder can make suggestions to an Officer or Director but cannot usurp their responsibility and cannot personally assign goals or actions to be taken by an Officer,

Director or any Employee, NCC Committee or Related Body unless so mandated by Council.

PART 9 COUNCIL MEETINGS

9.1 General

84. All laws and resolutions of the Council can be written and/or translated into English or Inuktitut, as appropriate.
85. Council Meetings shall be held at the head office of the NCC or at any place within Canada if so decided by Council resolution, and may be held by video conference or telephone when necessary.
86. The chair of a Council Meeting may cause to be expelled from that meeting any person they consider guilty of improper conduct at the meeting.
87. Members may be able to present at Council Meetings if they request in writing two (2) weeks prior to be added to the agenda, at the discretion of the President or Council.
88. Council Members shall inform the President with as much notice as possible and a minimum of five (5) days prior to the meeting if they are unable to attend any scheduled meeting of the Council or the Council committees, unless emergency conditions exist.
89. Subject to sections 90 and 91, Council Meetings shall be open to Members.
90. Exceptionally, the Council may decide by resolution to hold a meeting or part of a Council Meeting *in camera* if the subject matter being considered is related to:
 - (a) the security of the property or documents of the NCC;
 - (b) labour relations or employee negotiations;
 - (c) a matter that is in its preliminary stages and respecting which discussion in public could prejudice the NCC's ability to carry out its activities or negotiations;
 - (d) the conduct of existing or anticipated legal proceedings;
 - (e) personal matters about an identifiable individual;
 - (f) for discussion of the content of documents protected by privacy legislation; or
 - (g) advice that is subject to solicitor-client privilege, including communications necessary for the purpose.

91. The reason for the closed meeting, any decisions made and the general nature of the matter must be recorded in the minutes of the meeting.

9.2 Regular Council Meetings

92. Regular Council Meetings to be held in person shall be convened at least four (4) times per year, scheduled at the beginning of each fiscal year and sent to all Council Members.
93. At a Regular Council Meeting, the Council may consider or transact any matter, in accordance with law.

9.3 Special Council Meetings

94. The President may call a Special Council Meeting between a Regular Council Meeting where decisions need to be made regarding:
 - (a) governance items which are time-sensitive;
 - (b) issues which could lead to mediation or litigation;
 - (c) emergency situations; and/or
 - (d) personnel issues which cannot be dealt with by the Leadership Secretariat, an Officer or Director.
95. At a Special Council Meeting, only those matters specified in the notice may be considered, except with the unanimous consent of the Council Members if they are all present at such meeting.

9.4 Notices of Meetings

96. No notice of Regular Council Meetings is required as long as the schedule of Regular Council Meetings has been sent out in accordance with section 92.
97. A prior written notice specifying the place, day and hour of each Special Council Meeting with an agenda shall be given to the Council Members by the Chief Administration Officer at least forty-eight (48) hours prior to the date fixed for such meeting.
98. No notice of a Special Council Meeting is required if all Council Members are present at, and consent to, such meeting.
99. No notice of the time and place of any meeting of the Council need be given to any Councillors who, either before or after the meeting, waive such notice.

9.5 Agenda

100. On the direction of the President, the Chief Administration Officer shall prepare the agenda for Council Meetings and Executive Council meetings based on outstanding or deferred items from prior Council Meetings and suggestions given by Council Members, the Leadership Secretariat, Officers or Directors.
101. A list of deferred items shall be attached to each agenda.
102. Submissions of potential agenda items from the Council Members shall be considered only if received by the Chief Administration Officer or the President no less than ten (10) calendar days prior to the Regular Council Meeting.
103. The President determines if submitted agenda items are more administrative or operational in nature may refer such items directly to the Leadership Secretariat or an appropriate Officer.
104. A Council Member who intends to propose a new NCC Law or policy or amendments thereto makes a written proposal to the President or Chief Administration Officer for placement on the Council's agenda.
105. The President will ensure presentations to the Council are limited in time to ensure they do not encroach on the Council's ability to complete its approved agenda.
106. The agenda for a Regular Council Meetings shall be sent no less than five (5) calendar days prior to the meeting and background information shall be attached.
107. The agenda of a Council Meeting shall be adopted at the meeting by resolution of the Council with such amendments as the Council may approve.

9.6 Quorum

108. Except as provided in section 110, a quorum of Council consists of six (6) Council Members.
109. When no quorum is present at a Council Meeting, the Chair or any two Council Members may adjourn the meeting at the expiration of one hour from the time established for the start time of the meeting. The hour of the adjournment and the names of the Council Members present shall be entered by the secretary in the minutes of the meeting.
110. Where, at any time, vacancies on the Council result in there being in office fewer than six (6) Council Members, as required to constitute quorum under section 108, the Council Members remaining in office constitute a quorum, subject to the *NCC Election Law*, for the limited purpose of enabling the Council to act in a care-taker capacity (i.e. to call an

election or respond to urgent matters) until such time as enough vacancies on the Council have been filled to restore the quorum.

111. A Council Member who abstains from participation or leaves a meeting because of his declared Conflict of Interest shall be included as present when determining whether there is a quorum.

9.7 Running of Council Meetings

112. The President chairs all Council Meetings. In their absence, the Vice President chairs the meeting. In the absence of both the President and the Vice President, Council chooses a Council Member to chair the meeting.

113. For each resolution, the names of its mover and seconder, and the declaration of the Chair, either carried or rejected, shall be recorded in the minutes of the meeting.

114. Audio or video recording devices shall not be used without Council approval.

115. The order of business of all Council Meetings shall be:

- (a) Call to order and notation of who is present, absent or regrets;
- (b) Traditional opening ceremony (e.g. prayer, lighting of the kullik, drumming);
- (c) Adoption of agenda (call for new business and or any corrections);
- (d) Adoption of minutes of previous Council Meeting;
- (e) Determination of Conflict of Interests;
- (f) Deferred items from previous Council Meetings;
- (g) New Business:
 - i. Items which require a decision by the Council;
 - ii. Items on which the Council will provide advice;
- (h) Information-only items:
 - i. Presentations;
 - ii. Reports;
 - iii. Update on progress in the Strategic Plan;
- (i) Date and Place of next meeting;

- (j) Agenda items for the next meeting;
- (k) Closing prayer and traditional closure; and
- (l) Adjournment.

9.8 Council Meeting Minutes

116. Minutes must be kept for each Council Meeting.

117. The Chief Administration Officer shall act as recording secretary, and record and maintain the minutes of every Council Meeting, and must include:

- (a) the nature of meeting, date, time and place;
- (b) attendees;
- (c) comings and going during meeting;
- (d) declaration of quorum;
- (e) nature and description of all discussions;
- (f) declared Conflicts of Interests, and a notation that the pertinent Council Member was physically absent from the Council when the circumstances pertaining to the Conflict of Interest or perceived Conflict of Interest are being discussed or voted on;
- (g) resolutions adopted, including topic, nature of discussion and decision made, name of mover, seconder and declaration of whether it is adopted or rejected, and names of Council Members who abstained;
- (h) items deferred;
- (i) directives given to specific Employees or Council Members or NCC Committees;
- (j) notation to any *in camera* portion of the Council Meeting, including the reason for the *in camera* session, the nature of the discussions in broad terms, and any decisions made by Council during the *in camera* session; and
- (k) all documents and presentations distributed in advance or during the Council Meeting.

118. If the Chief Administration Officer is unable to take minutes, Council shall appoint a recording secretary for that meeting.

119. The minutes of the preceding meeting, with any changes made by motion shall be approved by the Council and signed by the Chair and then become the official minutes for that meeting.

9.9 Voting at Council Meetings

120. Discussions and deliberations by Council are held with a view to collaborative and unanimous decision-making. If a motion is unanimously supported by all Council Members present at the meeting, then the motion passes.
121. Notwithstanding section 120, when consensus is not possible, all matters may be decided by a majority vote of the Council Members present, unless otherwise stated in this Law and the NCC Constitution.
122. If there are any objections or abstentions to a motion, this is noted in the minutes.
123. In any vote where a Council Member present does not indicate either an affirmative vote, a negative vote or an abstention, they shall be deemed to have voted in the affirmative.
124. In the event of a tied vote, the chair may cast a second vote to determine the question, except where disqualified from voting because of a Conflict of Interest.
125. If so requested by any Council Member present, a vote shall be taken by secret ballot. If a secret ballot is requested, the secretary of that meeting shall act as scrutineer. Otherwise, the vote shall be taken in the usual manner of assent or dissent through the raising of hands.
126. A declaration by the chair of the Council Meeting that a resolution or law has been adopted or defeated shall be conclusive evidence thereof and shall be noted by the secretary in the meeting minutes at which the decision was made.

PART 10 COMMITTEES OF THE COUNCIL

127. The Council may establish by NCC Law or resolution permanent or special NCC Committees, and appoint, at its pleasure, as many members as it deems necessary to assist in the administration of the affairs of the NCC.
128. NCC Laws or resolutions made under section 127 may provide for membership on NCC Committees of persons who are not Council Members.
129. NCC Committees may exercise advisory or administrative functions and are responsible to the Council for the performance of their functions and must render account of its activities to Council.

130. NCC Committees and any Related Bodies shall report financial information and strategic plans to Council and must have appropriate financial, Conflict of Interest and human resource rules in place.
131. When making a recommendation to Council, NCC Committees shall:
- (a) provide a reasoned recommendation for consideration by the Council;
 - (b) where there are multiple options to be considered by Council, provide the pros and cons associated with each option; and
 - (c) provide a draft Council resolution.
132. Each NCC Committee chair must ensure that the NCC Committee's minutes are accessible to all Council Members and shall report to Council on the activities of the NCC Committee when requested to do so or required by NCC Law, policy or resolution.
133. NCC Committee meetings shall only be held in accordance with the it's mandate approved by Council.

10.1 Executive Committee

134. The Executive Committee is a permanent NCC Committee, consisting of:
- (a) the President;
 - (b) the Vice-President; and
 - (c) a third Council Member chosen by Council for a renewable two (2) year term.
135. The President chairs all meetings of the Executive Committee and the Chief Administration Officer acts as recording secretary.
136. The Chief Administration Officer does not have voting powers at Executive Committee meetings.
137. The Executive Committee is created to increase efficiency of the Council by having the power to act urgently on certain matters when Council is not meeting, subject to this Law, any NCC *Financial Administration Law*, and the control, general direction and authority of the Council, and subject to specific duties laid out in other laws.
138. The Executive Committee has the following authority:
- (a) Approving expenditures or commitments of the NCC up to one hundred and fifty thousand (\$150,000) subject to the NCC budget and in accordance with any NCC *Financial Administration Law*;

- (b) Reviewing and approving contracts with a value up to one hundred and fifty thousand (\$150,000), and in accordance with any NCC procurement law or policy;
 - (c) Approving urgent matters when Council is not meeting, not including matters set out in section 37 and regarding amounts not exceeding one hundred and fifty thousand (\$150,000);
 - (d) Facilitating the annual performance evaluations of the Officers; and
 - (e) Studying and advising the Council on any matter as directed by the Council.
139. Decisions of the Executive Committee are made by majority vote. In the event of a tied vote, the President may cast a second vote, unless they are disqualified from voting because of a Conflict of Interest.
140. The resolutions of the Executive Committee are tabled at the next Council meeting, for information purposes.
141. The Executive Committee shall comply with this Law and any other resolutions or NCC Laws and must not assume any additional responsibilities.
142. Two (2) members of the Executive Committee constitute a quorum.

PART 11 LEADERSHIP SECRETARIAT

11.1 Creation and Composition

143. The Leadership Secretariat is a permanent decision-making body within the NCC, composed of the following Employees:
- (a) Chief Operations Officer;
 - (b) Chief Governance Officer;
 - (c) Chief Communications Officer;
 - (d) Chief Financial Officer; and
 - (e) Chief Administration Officer.
144. The President or their delegate may attend all meetings of the Leadership Secretariat as a non-voting *ex officio* member.

11.2 Mandate

145. The Leadership Secretariat is responsible for providing organizational direction for the administration of the NCC and to advise the Council on policy, business, organizational and strategic decisions, all subject to this Law, any NCC *Financial Administration Law*, and the control, general direction and authority of the Council, and subject to specific duties laid out in other laws.

146. In particular, the Leadership Secretariat shall be responsible for the following:

- (a) Reviewing the draft Strategic Plan, as developed by the Chief Governance Officer, and recommending its approval to Council;
- (b) Monitoring the implementation and effectiveness of the Strategic Plan;
- (c) Ensuring the development of Annual Department Workplans by the Chief Operations Officer for review and approval;
- (d) Hiring all Directors;
- (e) Reviewing, analyzing and making recommendations to the Council with respect to the creation of new Employee positions and with respect to the hiring of Officers;
- (f) Facilitating the annual performance evaluations of the Directors;
- (g) Review and recommendation all budgets, including amendments to the budget, for approval by Council;
- (h) Proposing financial goals and objectives of the NCC on an annual basis for approval by the Council, and once approved, monitoring the achievement of these goals and objectives regularly;
- (i) Providing assistance to the Chief Financial Officer in the preparation of the budget and any supplementary budget to ensure that they meet the financial goals and objectives of the NCC, and providing any recommendation, as applicable, prior to the presentation of the budget or a supplementary budget to the Council;
- (j) Reviewing the monthly financial reports prepared by the Chief Financial Officer to ensure that the budget and any supplementary budget are being respected and that the approved financial objectives and goals of the NCC are being achieved;
- (k) Combined, the COO and CFO have the authority to reviewing, analyze and, as applicable, approve proposed expenditures, commitments or contract of the

NCC up to seventy-five thousand dollars (\$75,000) subject to the NCC budget, any *NCC Financial Administration Law* and any NCC procurement policy;

- (l) Combined, the COO and CFO have the authority to review and analyze proposed expenditures, commitments or contracts of the NCC exceeding seventy-five thousand dollars (\$75,000), and as applicable, making recommendations in writing to the Council or Executive Committee for its approval;
- (m) Reviewing the financial situation of the NCC at least on a quarterly basis, and as applicable, recommending to the Council any required adjustment to the budget or any other action required to ensure the sound financial management of NCC funds;
- (n) Reviewing the arrangements of the NCC with financial institutions on a regular basis with respect to banking, borrowing and other credit facilities, and as applicable, making recommendations to the Council with respect thereto;
- (o) Reviewing all laws, policies and procedures of the NCC on an annual basis and, as necessary, recommending amendments to the Council for approval;
- (p) Unless otherwise provided by NCC Law or Council resolution, including this Law, ensuring the implementation of the decisions and directives of the Council; and
- (q) Studying and advising the Council on any matter as directed by the Council.

11.3 Meetings and Functioning

- 147. The Leadership Secretariat shall meet at least once per month.
- 148. All Department Directors shall be invited to attend meetings of the Leadership Secretariat at least every second month to ensure proper coordination and strategic focus between all departments and bodies of the NCC is maintained. Department Directors do not vote on any decisions of the Leadership Secretariat while in attendance.
- 149. Each member of the Leadership Secretariat, with the exception of the Chief Administration Officer, takes turn acting as chair of Leadership Secretariat meetings, in the manner deemed appropriate by the Leadership Secretariat.
- 150. The Chief Administration Officer shall act as recording secretary at Leadership Secretariat meetings and shall send all minutes and resolutions to the members of the Leadership Secretariat.
- 151. Three (3) members of the Leadership Secretariat constitute a quorum.

PART 12 OFFICERS, DIRECTORS AND EMPLOYEES OF THE NCC

12.1 Officers

152. The Officers are responsible for the day-to-day operation of NCC, and ensuring that the day-to-day operation and administration of NCC is advancing and delivering on strategic priorities, as laid out in the Strategic Plan.
153. The Officers of the NCC shall consist of the:
- (a) Chief Operations Officer;
 - (b) Chief Governance Officer;
 - (c) Chief Communications Officer;
 - (d) Chief Financial Officer;
 - (e) Chief Administration Officer; and
 - (f) any other Officers as may be appointed from time to time by Council.
154. Council is responsible for the hiring of qualified Officers.
155. Officers are required to attend at least 4 Council Meetings per year, and more as required or requested by the President.
156. Officers have the authority to approve expenditures or commitments of the NCC up to thirty-five thousand (\$35,000) subject to the NCC budget and in accordance with any NCC *Financial Administration Law*;

12.2 Directors

157. The Directors are responsible for the day-to-day operations and management of their department and Employees, and to ensure that the Annual Department Workplan aligns with the Strategic Plan and is being advanced through the actions, programs and services offered through the department and in line with the approved budget.
158. In regard to planning, Directors are responsible for:
- (a) engaging with the Chief Governance Officer during the development of the Strategic Plan;
 - (b) collaborating with the Chief Operations Officer for the development of an Annual Department Workplan; and

- (c) provide ongoing briefings to the Leadership Secretariat, as requested by the Leadership Secretariat.

159. The Directors of the NCC shall consist of the:

- (a) Director of Human Resources;
- (b) Director of Health and Community Services;
- (c) Director of Environment and Natural Resources;
- (d) Director of Research, Education and Culture;
- (e) Director of Employment, Skills and Development; and
- (f) any other Directors as appointed by Council from time to time.

160. The Leadership Secretariat is responsible for the hiring of qualified Directors.

161. Directors are required to attend Leadership Secretariat and Council Meetings, as requested by the President, Council or the Leadership Secretariat.

162. Directors have the authority to approve expenditures or commitments of the NCC up to fifteen thousand (\$15,000) subject to the NCC budget and in accordance with any NCC *Financial Administration Law*.

12.3 Chief Administration Officer

163. The Chief Administration Officer is responsible for:

- (a) safeguarding the integrity of the NCC governance framework and working to ensure the efficient administration of NCC;
- (b) the safekeeping of all the books, records and documents of the NCC;
- (c) the preparation of the minutes of all Council Meetings, Executive Committee meetings, Leadership Secretariat meetings and Annual General Assemblies and Annual Community Meetings;
- (d) maintaining lists of resolutions and directives of Council and the Leadership Secretariat to ensure follow-up;
- (e) filing annual returns and any other required documents to the provincial Registrar of Deeds; and

- (f) carrying out any other duties as may be assigned to them by the Council, through resolution or NCC law.

- 164. The Chief Administration Officer has the power to certify NCC documents and to issue certified copies of any law or resolution of the NCC, and of minutes of Council Meetings, Executive Committee meetings, Leadership Secretariat meetings, Special Assemblies and General Assemblies.
- 165. The powers and duties referred to in section 163 may also be exercised by the President and by any other person designated by NCC law.
- 166. The Chief Administration Officer shall report on an annual basis to the Council or as requested regarding the implementation of this Law.
- 167. The Chief Administration Officer shall provide on a regular basis a review of the status of outstanding resolutions and directives, and the implementation of their powers and duties referred to in section 163 and on any other matter that they believe should be brought to the Executive Committee, Leadership Secretariat or to the Council in view of the sound management of the governance, books and records of the NCC.

12.4 Chief Financial Officer

- 168. The Chief Financial Officer is the treasurer and chief financial officer of NCC. They are responsible for the receipt and deposit of NCC moneys and for all aspects of the financial administration of the NCC.
- 169. The Chief Financial Officer shall:
 - (a) ensure control and management of the NCC's moneys in a manner that is consistent with prudent financial management practices by, among other things, carrying out the duties and responsibilities laid out in the NCC's *Financial Administration Law*, as well as any other duties as may be assigned to them by the Council, through resolution or NCC Law;
 - (b) ensure the compilation and preparation of information for the budget and any supplementary budget in a timely manner;
 - (c) prepare and present the budget and any supplementary budget, with sufficient detail regarding expenditures and commitments, to the Leadership Secretariat and Council in a timely manner, for their review, and for approval by the Council;
 - (d) manage and control transactions involving NCC Funds, including their receipt, collection, expenditure and disbursement;

- (e) maintain adequate, timely and accurate financial records and reporting systems that record all financial transactions and other financial affairs of NCC;
- (f) certify that NCC Funds are available for any duly authorized expenditure or financial commitment;
- (g) ensure that all accounts payable are paid;
- (h) in conjunction with the Chief Operations Officer, monitor financial compliance of the NCC and its Departments with funding agreements entered into by NCC, including ensuring that funds are used for the purposes for which they were received, and, where necessary, to ensure compliance, directly reporting non-compliance to the Leadership Secretariat or to the Council, as appropriate in the circumstances, as soon as practicable;
- (i) in conjunction with the Chief Operations Officer, ensure the production and submission of final or special reports required by funding agreements within the prescribed time limits;
- (j) in conjunction with the Chief Operations Officer, ensure that NCC Funds are used for the purposes for which they were intended, as provided by the budget, any supplementary budget, an NCC law or Council resolution;
- (k) report on a monthly basis to the Leadership Secretariat and, as necessary, to the Council on financial matters, including the status of revenues and expenditures, compliance with the budget or any supplementary budget, and any matter they believe is required;
- (l) provide advice to the Leadership Secretariat or to the Council on financial matters upon request;
- (m) ensure the preparation of the financial statement and submitting it to the Council for approval;
- (n) maintain records of all information required to facilitate the report of the auditor, and as applicable, providing them access to the documents and information they require;
- (o) arrange for a presentation of the report of the auditor to the Members at an Annual General Assembly;
- (p) carry out any other responsibilities assigned to them by this Law, by the Leadership Secretariat or by the Council;
- (q) ensure that all financial records and financial documents of the NCC, including computer files, are secure and in the case of physical files, that they are not

removed from safekeeping without the authorization of the Council, as evidenced by resolution; and

- (r) oversee all other matters relating to the financial affairs of the NCC.

12.5 Chief Operations Officer

170. The Chief Operations Officer shall:

- (a) oversee and support day-to-day administrative and operations functions of the NCC, in close collaboration with the Directors;
- (b) oversee the change and the development of the skills of Directors and Employees that are needed as well as the processes and tools needed to ensure the proper functioning of the NCC to allow it to meet its strategic goals;
- (c) collaborate with individual Directors in the development of Annual Department Workplans to ensure the implementation of the Strategic Plan;
- (d) support the Directors to ensure they have the tools and support they need to carry out their roles and their Annual Department Workplan;
- (e) provide status updates on the implementation of the Annual Department Workplan plan at Council Meetings;
- (f) develop, in collaboration with the Human Resources Director, management and human resource policies and bring to the Leadership Secretariat for approval;
- (g) work in conjunction with relevant Directors to develop funding proposals to augment the finances of the NunatuKavut;
- (h) negotiate contracts and leases, within their field of authority, on behalf of the NCC and make recommendations for their approval to Council or Leadership Secretariat, when appropriate; and
- (i) carry out any other duty set out in this Law or any other NCC Law.

12.6 Chief Communications Officer

171. The Chief Communications Officer shall:

- (a) oversee and manage external communications of the NCC;
- (b) manage the reputational risk of NCC and all media relationships and responses;

- (c) work with the Chief Governance Officer, President and Council to support the development of self-determination by supporting the communication of the collective narrative and perspective of the NunatuKavut Inuit and NCC; and
- (d) carry out any other duty set out in this Law or any other NCC Law.

12.7 Chief Governance Officer

172. The Chief Governance Officer shall:

- (a) provide strategic direction and advisory around governance matters to the President, the Leadership Secretariat and Council;
- (b) represent NCC, together with the President, to other governments in matters of governance and self-governance, including related negotiations and relationships with other levels of government;
- (c) assist the President in representing Council at internal or external events, where requested by the President or Council;
- (d) guide the development of the Strategic Plan, in collaboration with other Officers and Directors, and bring it to the Leadership Secretariat and to the Council for its review and approval;
- (e) provide status updates on the implementation of the Strategic Plan at every Council Meeting;
- (f) guide and support the Directors to ensure their work can advance the strategic priorities laid out in the Strategic Plan, particularly regarding advancing self-governance; and
- (g) carry out any other duty set out in this Law or any other NCC Law.

12.8 Other Officers and Employees

173. The Leadership Secretariat is responsible for reviewing, analyzing and making recommendations to the Council regarding the creation of new Employee positions.

174. The Council must approve the creation of new Employee positions and related terms and conditions of employment, subject to the budget, upon recommendation of the Leadership Secretariat. Similarly, Council is also responsible to dissolve an Employee position, upon recommendation of the Leadership Secretariat.

175. Notwithstanding section 174, the Leadership Secretariat can approve the creation of temporary Employee positions, the funding of which is specifically covered in a funding agreement.
176. Individual Directors and Officers are responsible for hiring qualified Employees within their department or office, with the support of the Human Resources Department.

PART 13 ANNUAL GENERAL ASSEMBLIES AND ANNUAL COMMUNITY MEETINGS

13.1 Annual General Assemblies

177. The Annual General Assembly must take place once per year no later than fifteen (15) months following the preceding Annual Meeting.
178. The Annual General Assembly consists of:
 - (a) Annual Community Meetings in locales within NunatuKavut territory where more than twenty-five (25) Members reside; and
 - (b) a General Meeting following the Annual Community Meetings.
179. By resolution, Council determines the dates and locations of the Annual Community Meetings and the General Meeting at least ninety (90) days before the holding of the first Annual Community Meeting.
180. The Annual Meeting shall be held alternately in one of the four Areas:
 - (a) Central-Northern/Western Labrador Area;
 - (b) Sandwich Bay/Island of Ponds Area;
 - (c) Bolsters Rock to Spear Point Area; and
 - (d) Battle Harbour/Straits Area.
181. The Annual Community Meetings must be completed at least twenty-one (21) days prior to the General Meeting.
182. Notice of the Annual General Assembly must be sent at least twenty-one (21) days prior to the date set for the first Annual Community Meeting by public posting in the communities and by radio announcements, social media announcements and other forms of communication, and must include:
 - (a) the dates and locations of all Annual Community Meetings;

- (b) the date and location of the General Meeting;
- (c) an explanation of how to register to attend either an Annual Community Meeting or a General Meeting;
- (d) the agenda; and
- (e) a description of all resolutions to be voted upon.

183. At each Annual General Assembly the following business shall be transacted:

- (a) consideration of the President's report;
- (b) consideration of the auditor's reports;
- (c) appointment of auditors for the next ensuring reports;
- (d) review of the Strategic Plan;
- (e) review of the Annual Report;
- (f) updates regarding new programs;
- (g) new business;
- (h) voting items;
- (i) discussion items; and
- (j) closing.

184. All resolutions shall be presented and voted upon at each Annual Community Meeting and the General Meeting.

185. A quorum for the Annual General Assembly, through a combination of the Annual Community Meetings and the General Meeting shall be one hundred and twenty (120).

13.2 Voting at Annual General Assemblies

186. Subject to capacity limits, an Elector may attend both an Annual Community Meeting and the General Meeting, however, they are entitled to vote only once on the same resolution.

187. The votes taken at the Annual Community Meetings shall be counted and added to the vote at the Annual General Assembly to determine whether resolutions pass.

188. Any decisions taken during the Annual General Assembly must be taken by a majority vote, unless otherwise required by this Law another NCC law.
189. Voting at the Annual General Assembly must be done by a show of hands unless at least five (5) Electors present demand a vote by secret ballot.
190. In any vote at an Annual General Assembly, an Elector who does not cast an affirmative or negative vote, or who spoils their ballot, shall be deemed not to have voted.
191. In the event of a tied vote, the chair of the Annual General Assembly shall have, both on a vote conducted by show of hands and by secret ballot, a casting vote in addition to any other vote to which they may otherwise be entitled to at the Annual General Assembly.
192. The chair of an Annual General Assembly may appoint two (2) persons to act as scrutineers of the Annual General Assembly, who may, but need not be Employees or NunatuKavut Members, and who may accept or reject their appointments.
193. The scrutineers appointed, if they accept to so act, shall not be entitled to vote on any question or in any election in respect of which they act as scrutineers.

13.3 Keeping of Records of Annual General Assemblies

194. When the results of the vote on any matter submitted for decision at a General Assembly are known to the chair, the chair shall immediately declare the results to all persons present at the meeting. For resolutions, the final outcome of the vote can only be declared at the General Meeting, after tallying the votes from the Annual Community Meetings and the General Meeting.
195. A declaration by the chair at a General Assembly that a resolution or law has been adopted or defeated shall be conclusive evidence thereof and shall be recorded by the secretary in the minutes of the Annual General Assembly.
196. The secretary shall record in the minutes of each General Assembly the results of the vote upon every question, resolution or law submitted for decision.

PART 14 CONFLICTS OF INTERESTS

14.1 Definition of Conflict of Interest

197. A Conflict of Interest arises where a Council Member, Officer, Employee, contractor or agent of NCC has a Private Interest that is:
 - (a) real, potential or perceived;

- (b) direct or indirect; and which
 - (c) prevents, or appears to prevent, the person from acting:
 - i. in NCC's best interest, or
 - ii. on behalf of NCC fairly, impartially and without bias.
198. For greater certainty, persons may declare themselves to be in a Conflict of Interest even if the circumstances do not fall within the definition at article 14.1.
199. Notwithstanding article 14.1, a person's Private Interests do not give rise to a Conflict of Interest if those interests are:
- (a) the same as those of a broad class of Members to which the person or a Closely-Related Person belongs;
 - (b) so remote or insignificant that they could not be reasonably regarded as likely to influence the Person in the exercise of a power or performance of a duty or function;
 - (c) where the only Benefit derived by a Closely-Related Person is as an employee of a person or Business entering into a Transaction with Council;
 - (d) where the person guarantees repayment of, or otherwise assumes liability to repay, a loan made to Council;
 - (e) the Transaction is with a non-profit organization and the person is a director or member of that organization; or
 - (f) where Council agrees to indemnify or reimburse a person for expenses or liabilities, or otherwise arranges for liability insurance for.
200. It is acknowledged that among Inuit and Aboriginal peoples generally, and within the NunatuKavut Inuit, gift exchanges and gestures of hospitality between Nations, communities and persons represents a long-standing tradition of greeting, trust and honour and accordingly, any Council Member, Officer, or Employee may accept hospitality or a gift when receipt of such hospitality or gift:
- (a) is part of typical or traditional exchanges, or a customary gesture of courtesy and goodwill between person doing business together, or part of normal protocol or cultural exchanges associated with the recipient's office or employment;
 - (b) is lawful and in accordance with NCC's ethical practices and standards; and

- (c) could not be considered by an impartial observer as a bribe, pay off or improper or illegal payment.

14.2 Council - General Obligations

- 201. Council Members shall arrange their affairs and conduct themselves in a manner to avoid a Conflict of Interest or the appearance of a Conflict of Interest.
- 202. Council Members shall avoid placing themselves in circumstances where their ability to exercise a power or perform a duty or function could be influenced by the interests of any person to whom they owe a private obligation or who expects to receive some Benefit or preferential treatment from them.
- 203. Council Members shall not be involved in any decision or Transaction or matter where they are in a Conflict of Interest.
- 204. A Council Member shall not allow Private Interests to:
 - (a) compete with those of NCC; or
 - (b) come into consideration in any matter in which the interests of NCC are involved.
- 205. A Council Member shall avoid any situation that would compromise their integrity, independence and ability to act impartially on behalf of the Council and in the best interests of NCC.
- 206. A Council Member shall not use their position on Council to derive a Benefit.

14.3 Council Decisions

- 207. A Council Member shall not take part in a Council Decision about a Transaction between the Council and:
 - (a) the Council Member or a Closely-Related Person; or
 - (b) any other person if the Council Member or a Closely-Related Person would likely derive a Benefit from the Transaction.
- 208. Where Council wishes to:
 - (a) enter into a Transaction with any Council Member;
 - (b) enter into a Transaction with a Closely-Related Person; or

- (c) enter into a Transaction with a person where a Council Member or a Closely-Related Person is likely to derive a Benefit,

it shall do so only in accordance with this Law.

14.4 Conflict of Interest Procedures

- 209. A Council Member who believes that they are or may be in a Conflict of Interest shall disclose the nature and extent of the conflict to the Council at the first Council Meeting after the Council Member becomes aware of the conflict, or earlier if the matter is urgent, whether or not the Transaction or matter in question has already been concluded.
- 210. If a Council Member is in doubt about whether they are in a Conflict of Interest, the Council Member may ask the Council to make a determination on the matter.
- 211. After a Council Member makes a disclosure under section 209 or 210, the Council Member shall:
 - (a) leave the meeting where the matter is being considered;
 - (b) not participate in the discussion or vote on the matter in question;
 - (c) not sit as a member or chair of a committee or board for which the subject of the Conflict of Interest is at issue; and
 - (d) not attempt in any way to influence the discussion or vote on the matter in question.
- 212. If a Council Member is concerned that another Council Member may be in a Conflict of Interest, the Council Member shall raise the concern in the presence of the full Council, including the Council Member in question, and the Council shall discuss whether there is a Conflict of Interest.
- 213. In the event that:
 - (a) after a discussion under sections 211 or 212 the Council determines that there may be a Conflict of Interest; or
 - (b) a Council Member fails or refuses to declare a Conflict of Interest,the Council shall meet without the Council Member in question, in order to determine whether a Conflict of Interest exists and determine the appropriate action.
- 214. If the Council determines under section 213 that a Council Member is in a Conflict of Interest, the Council Member shall comply with section 211.

215. The following shall be documented in the minutes of a Council Meeting under this Part:

- (a) the disclosure of a Council Member;
- (b) a potential conflict raised under section 212;
- (c) a determination made by the Council under section 210 or 213; and
- (d) the absence of a Council Member from the Council Meeting at which the Conflict of Interest was being discussed.

216. Council may by resolution approve a Transaction where:

- (a) the Council Member has complied with this Part and has provided the Council with sufficient information to assess the nature of the Private Interest involved in the Transaction; and
- (b) Council determines the Transaction to be fair and reasonable.

217. A resolution under section 216 may be made conditional upon the affected Council Member taking steps or following procedures that may be necessary to:

- (a) protect the interests of NCC; or
- (b) safeguard Members' trust in the conduct of the Council's activities.

14.5 Disclosure of Interests

218. Each Council Member shall file with the Chief Administration Officer a written disclosure of the following information:

- (a) the names of the Council Member's spouse and Children;
- (b) the employers of
 - i. the Council Member,
 - ii. the spouse of the Council Member, and
 - iii. the Children of the Council Member;
- (c) real property held by
 - i. the Council Member,
 - ii. the spouse of the Council Member, or

- iii. the Children of the Council Member; and
- (d) significant Interests held by
 - i. the Council Member,
 - ii. the spouse of the Council Member, or
 - iii. the Children of the Council Member.

219. A Council Member shall file a disclosure under section 218 on the following occasions:

- (a) within thirty (30) days of being elected to Council and on or before the first day of September of each year thereafter; and
- (b) as soon as practical after any material change in the information previously disclosed.

220. The Chief Administration Officer shall establish, maintain and safeguard a register of all information disclosed by a Council Member under this section.

14.6 Officers and Employees - General Obligations

221. Officers and Employees shall:

- (a) act honestly and in good faith and in the best interests of NCC in the performance of their duties and functions;
- (b) avoid circumstances that could result in the Officer or Employee having a Conflict of Interest; and
- (c) avoid placing themselves in circumstances where their ability to exercise a power or perform a duty or function of their office or position could be influenced by the interests of any person to whom they owe a private obligation or who expects to receive some Benefit or preferential treatment from them.

222. The Chief Administration Officer shall ensure that every Officer and Employee is informed of, and complies with, their obligations under this Part.

14.7 Conflict of Interest Procedures for Officers and Employees

223. If an Officer or Employee believes they are in a Conflict of Interest or have a Private Interest which may reasonably be viewed as interfering with their ability to exercise a power or perform a duty or function of their office or position:
- (a) Officers shall disclose such interest to the Leadership Secretariat;
 - (b) Employees shall disclose such interest to their immediate supervisor; and
 - (c) the Officer or Employee shall refrain from participating in any discussions or decision-making respecting the circumstances of the Conflict of Interest until advised by the Leadership Secretariat or the supervisor, as the case may be, on actions to be taken to avoid or mitigate the Conflict of Interest.
224. The Chief Administration Officer shall keep, maintain and safeguard a record of all disclosures made under this Part.

14.8 Employment Relationships with Family Members

225. NCC may refuse to retain a contractor or agent, hire a new Officer or Employee, or transfer an existing Officer or Employee to a new position, where the retaining, hiring or transfer would result in a Conflict of Interest, or would create a direct reporting relationship with a Family Member.
226. If NCC hires or retains as an Officer, Employee, contractor or agent who is a Family Member of a Council Member, Officer or Employee, the Council Member, Officer or Employee shall absent themselves from any discussions or decisions regarding the hiring, compensation, management or termination of the Family Member.
227. Officers and Employees who attend Council or NCC Committee meetings shall absent themselves from any discussion or decision-making regarding a Family Member that could place them in a Conflict of Interest.
228. Any Officer or Employee who is found to have violated this Policy shall be subject to disciplinary action, up to and including termination, in line with NCC human resource policies.

14.9 Contractors, Agents and Related Bodies - General Obligations

229. Contractors, agents and Related Bodies shall disclose to the President or an Officer as soon as practicable any circumstances that could result in a Conflict of Interest.
230. The Chief Administration Officer shall keep a record of all disclosures made under this Part.

231. Contractors, agents and Related Bodies shall act at all times with integrity and honesty in their dealings with
- (a) NCC; and
 - (b) any third party when representing or acting on behalf of NCC.
232. Contractors and agents shall not attempt to obtain preferential treatment from NCC by offering gifts or Benefits that a Council Member, NCC Committee member, Officer or Employee is prohibited from accepting under this Part.
233. If, while performing services for NCC, a contractor or agent becomes aware of a business or investment opportunity being considered by NCC, they shall not take advantage of the opportunity unless Council has determined not to pursue the opportunity.
234. Contractors and agents shall ensure that each of their employees or agents who are assigned to perform duties or functions under the contract with NCC are informed of, and comply with, their obligations under this Part.

14.10 Remedies

235. Where a Transaction is not carried out in accordance with this Part, the Council Member, Officer, Employee, contractor, agent or Related Body in question shall repay any Benefits received under the Transaction.
236. NCC may use all reasonable legal means to recover amounts or Benefits improperly obtained by a Council Member, an Officer, Employee, contractor, agent or Related Body as a result of a contravention of this Part.
237. Where a Transaction is not entered into in accordance with this Part, a court of competent jurisdiction may, on the application of the Council or any Member over the age of eighteen (18):
- (a) prohibit the Council from entering the proposed Transaction;
 - (b) set aside the Transaction;
 - (c) order Council Member, Officer, Employee, contractor, agent or Related Body in question to repay any Benefits received under the Transaction; or
 - (d) make any order that it considers just and appropriate in the circumstances.

238. Any Council decision authorizing or refusing to authorize a Transaction under this section shall not be set aside by the Court if:

- (a) procedures required for arriving at the Council decision were faithfully observed;
- (b) Council had enough information about the Transaction to assess the nature of the interest of a Council Member or a Closely-Related Person on it; and
- (c) Council acted honestly and in good faith.

239. Nothing in this Part relieves a Council Member from liability that would otherwise attach to the Council Member for breach of duty or breach of trust.

PART 15 INVESTIGATIONS INTO CONDUCT OF COUNCIL MEMBERS AND DISCIPLINARY MEASURES*

15.1 What can be the subject of a complaint

240. If a Member has a complaint about the overall governance of the NCC, such a complaint can be forwarded in writing to the President who will review the concern and determine appropriate next steps.

241. If a person reasonably believes that a Council Member has breached any of their duties or failed to carry out their responsibilities to the standards required by this Law, including but not limited to those duties and responsibilities set out in:

- (a) the Oath and Code of Conduct of the NCC (**Schedule B**); or
- (b) the Harassment Policy applicable to Council Members,

that person may bring a complaint to any Council Member or the Chief Administration Officer within three (3) years of the alleged breach or failure, in accordance with section 242.

15.2 Process required to submit a complaint

242. In order to be considered under this Part, the complaint described at section 241 must:

- (a) be submitted to a current Council Member or the Chief Administration Officer;
- (b) be in writing; and

* See an outline of the process detailed in this Part at **Schedule C**.

- (c) include particulars of the complaint, including
 - i. the exact nature of the alleged breach or failure,
 - ii. the relevant dates, and
 - iii. other details to allow for any required follow-up investigation.

243. A complaint under section 241 may be made anonymously.

244. Upon receipt of a complaint, the Council Member or Chief Administration Officer, as applicable, will immediately forward the complaint to Council for initial review in accordance with article 15.4.

15.3 Which complaints will be investigated?

245. A complaint made under article 15.1 **will be only investigated** in accordance with article 15.5 if the alleged breach or failure:

- (a) relates or may relate to the standards required by this Law by the Council Member; and
- (b) occurred or may have occurred within three (3) years of being received by a current Council Member or the Chief Administration Officer,

and the complaint contains enough detail to determine paragraphs (a) and (b).

15.4 Initial review of complaint

246. The Council must review each complaint received under article 15.2 and:

- (a) if the Council determines the complaint does not meet the criteria in article 15.3, the complaint will not be investigated further; or
- (b) if the Council determines that the complaint meets the criteria in article 15.3, the Council must appoint a Disciplinary Committee and forward the complaint to the Disciplinary Committee for investigation,

and the Council will make its best efforts to inform the complainant, if known, of the outcome of their review, in writing within two (2) months of receiving the complaint, provided that this two (2) month period may be extended if the NCC's offices are closed for any reason.

15.5 Investigation of complaint

247. Within one (1) month of receiving a complaint under paragraph 246(b), the Disciplinary Committee must:

- (a) decide whether it will investigate the complaint itself or whether an HR Investigator will be appointed to carry out the investigation; and
- (b) inform the Council Member under investigation that a complaint has been received and that an investigation will be carried out in accordance with this Law.

248. When an HR Investigator is appointed to investigate a complaint, the Disciplinary Committee will provide the mandate and particulars of the complaint to the HR Investigator as soon as possible following their appointment.

249. The chair of the Disciplinary Committee or the HR Investigator, as appropriate, must investigate the allegations and particulars of each complaint and prepare a report within three (3) months summarizing, at a minimum:

- (a) the nature and particulars of the alleged breach or failure, including the parties involved and the evidence;
- (b) the timeframe of the alleged breach or failure and the date the complaint was received by the Council Member or Chief Administration Officer; and
- (c) the ways in which the alleged breach or failure may contravene this Law, if any.

250. The chair of the Disciplinary Committee or the HR Investigator, as appropriate, shall immediately a copy of the report to each member of the Disciplinary Committee immediately after it is completed.

15.6 Review of complaint by Disciplinary Committee

251. The Disciplinary Committee must review the report provided in accordance with section 249 and:

- (a) if they determine that the alleged breach or failure, if true, would not be a contravention of this Law by the Council Member, or occurred more than three (3) years before the complaint was received, the Disciplinary Committee must determine that no further investigation is necessary and inform the complainant (if known) and the Council Member under investigation; or
- (b) if they determine that the alleged breach or failure, if true, would constitute a contravention of this Law by the Council Member, and was received within the

required time limit, the Disciplinary Committee must provide a copy of the report to the Council Member under investigation and provide them with information about hearings in accordance with article 15.7.

- 252. If the Disciplinary Committee determines that the alleged breach or failure may be affecting the safety or security of an individual, or may constitute a criminal offence, the Disciplinary Committee may immediately forward a copy of the report to Council.
- 253. The Council shall review any report provided under section 252 and may impose interim disciplinary measures, such as those outlined in section 263, appropriate to the severity of the alleged misconduct of the Council Member pending the final outcome of a hearing of the Disciplinary Committee under this Part.

15.7 Hearings of Disciplinary Committee

- 254. The Council Member who receives a report under paragraph 251(b) (the “**Respondent**”) and the person who submitted the complaint, if known, will be provided with an opportunity, with at least two (2) weeks notice, to address the complaint and the report at a hearing of the Disciplinary Committee.
- 255. The Respondent may appoint legal counsel to prepare and present their response to the allegations to the Disciplinary Committee at the hearing of the matter and/or in writing.
- 256. The Disciplinary Committee shall determine the procedures to be followed at their hearings, and shall communicate any such procedures to the Respondent and the person who submitted the complaint, if known, as appropriate.
- 257. For clarity, all inquiries and hearings before the Disciplinary Committee shall be governed by the rules it may adopt and the Disciplinary Committee is not bound by the technical rules of legal evidence.
- 258. The Disciplinary Committee may conduct hearings by any combination of in-person, written, telephone and electronic proceedings.
- 259. In the event that both the Respondent and the person who submitted the complaint decides not to make submissions at a hearing, the Disciplinary Committee may proceed to make a determination under section 260 without the need for a hearing.

260. After conducting a hearing in accordance with this article 15.7, the Disciplinary Committee shall meet and make a determination as follows:

- (a) if the Disciplinary Committee determines that there was no breach or failure by the Respondent under this Law, or it occurred more than three (3) years before the complaint was received, then the Disciplinary Committee must:
 - i. record the reasons for their findings, and
 - ii. forward the reasons to the Council along with the report prepared in accordance with section 249; or
- (b) if the Disciplinary Committee determines that the Council Member breached any of their duties or failed to carry out their responsibilities to the standards required by this Law, and the complaint was received within the required time limit, then the Disciplinary Committee must:
 - i. record the reasons for their findings,
 - ii. prepare and summarize their recommended follow-up actions, including actions listed at section 263, if any, and
 - iii. provide the reasons and recommended actions in writing to the Council, along with the report prepared in accordance with section 249.

15.8 Determination by Council of any disciplinary measures

261. The Council must review and consider the documents provided by the Disciplinary Committee in accordance with section 260 and determine either:

- (a) that there was no breach or failure by the Respondent under this Law, or the complaint was not received within the required time limit, and the complaint must be dismissed; or
- (b) that there has been a breach or failure by the Respondent under this Law and the complaint was received within the required time limit.

262. If the Council determines that the complaint must be dismissed under paragraph 261(a), the Council will dismiss the complaint and inform the Respondent and the complainant, if known.

263. If the Council determines that the Respondent breached a duty or failed to carry out their responsibilities in accordance with paragraph 261(b), the Council will consider the

recommendations of the Disciplinary Committee, if any, and determine the appropriate follow-up action(s), which may include one or more of the following:

- (a) issuing to the Council Member a warning;
- (b) issuing to the Council Member an official written reprimand by Council;
- (c) removing the Council Member from one or all NCC Committees that they may sit on;
- (d) requiring that the Council Member issue an apology or other appropriate similar action;
- (e) requiring that the Council Member carry out a specific training, program or similar activity;
- (f) requiring that the Council Member reimburse a certain amount of money or otherwise provide restitution for a harm caused;
- (g) suspending any remuneration to be paid to the Council Member for their role as Council Member for a specific period of time;
- (h) short-term suspension of the right of the Council Member to attend Council Meetings pending a meeting of the Members to vote on that Council Member's seat on Council;
- (i) providing an educational program, session or materials to the Council Member or to all Members of Council regarding their duties and obligations under this Law; and
- (j) any other action within their powers as Council.

264. The chosen disciplinary or follow-up action must be proportionate to the severity of the misconduct of the Council Member.

15.9 Conflicts

265. The Respondent must not participate in:

- (a) the Disciplinary Committee while it is investigating, reviewing or considering the complaint or any allegations made against the Respondent;
- (b) any Council deliberations on the matter; or
- (c) any decisions taken on the matter,

although, for clarity, the Council Member may be interviewed as a part of the investigation and may present their response to the allegations to the Disciplinary Committee or Council during the deliberation process as set out in this section.

266. For clarity, any Council Member who has, or who may be perceived to have, a conflict of interest with respect to a complaint must not participate in the investigation of the complaint, or any reviews, deliberations or decisions taken regarding the complaint under this Part.

15.10 Other potential sanctions

267. In addition to any procedure or sanction available under this Law or any other law, the Council may, as it deems appropriate and with due regard to the nature and seriousness of the misconduct, authorize the initiation of civil legal action against the Council Member when the misconduct resulted in loss or damage to the NCC, in addition to any criminal or penal proceedings that may be initiated with respect to such Council Member.

PART 16 SIGNATURE AND CERTIFICATION OF DOCUMENTS

268. The original copy of any resolution or law of the NCC must be signed by:

- (a) the chair of the Council Meeting at which it was enacted; and
- (b) the Chief Administration Officer, or the person designated to act as secretary at the meeting in which it was enacted.

269. The minutes of a meeting of Council or an Annual General Meeting or Annual Community Meeting are not valid unless adopted by resolution and signed by:

- (a) the chair of the meeting at which they are adopted; and
- (b) the Chief Administration Officer, or the person designated to act as secretary at the meeting at which the minutes were adopted.

270. The Chief Administration Officer, President or Vice President may issue certified copies of any law or resolution of the NCC or any minutes of Council Meetings, General Assemblies or Special Assemblies or of any other document issued under the authority of the Council.

271. The Chief Financial Officer may issue certified copies of all or any part of the books of account and financial records of the NCC.

272. Council may provide signing authority to other Council Members, Officers or Directors, as so provided in the resolution of NCC law.

PART 17 INSURANCE REQUIREMENTS

273. Council must ensure that the NCC maintains at all times a reasonably prudent amount of property and liability insurance to protect the NCC and its assets.
274. NCC must also maintain liability insurance for Council Members.

PART 18 COMPLIANCE AND ENFORCEMENT

275. The violation by a Council Member, NCC Committee member or Employee of any provision of this Law may entail the imposition by the Council, as it deems appropriate and with due regard for all the circumstances, including the nature and seriousness of the violation, one or several of the following sanctions:
- (a) in the case of Employees, disciplinary measures up to and including dismissal, in accordance with applicable NCC policies; or
 - (b) in the case of Council Members, any of the potential actions set out in section 263 after following the process set out in Part 15.
276. The Council may also, as it deems appropriate and with due regard to the nature and seriousness of the violation, authorize the initiation of civil legal action against any person who expends or who authorizes or approves the expenditure of NCC funds or who purports to make any financial commitment on behalf of the NCC in contravention of this Law, or who otherwise contravenes this Law, and which results in financial loss or damage to the NCC. This is in addition to any criminal or penal proceedings that may be initiated with respect to such person.
277. The minutes of the Council Meeting at which one or several of the sanctions or decisions of the Council provided by section 275 are approved shall mention the name of the Council Member, Committee member or Employee and describe the circumstances of the violation and the sanction imposed or other decision taken by the Council.

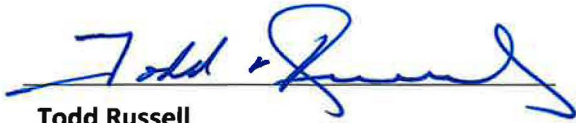
PART 19 FINAL PROVISIONS

278. This Law, or any amendment thereof, is approved by Council.
279. The Law is also the general by-laws of the NunatuKavut Community Council Inc., as understood by the *Corporations Act*, RSNL 1990, c C-36 and replaced any prior general by-laws of NunatuKavut Community Council Inc.
280. Within one (1) week of the enactment of this Law by Council, the Chief Administration Officer shall post a copy of this Law in a public place at the NCC office at on the website of the NCC.

281. This Law shall come into force on February 28, 2023.

282. If any part of this Law is for any reason held invalid by a decision of a court, the invalid Part, article, or section shall be severed from and not affect the remaining provisions of this Law.

IN WITNESS WHEREOF, WE HAVE SIGNED THIS ORIGINAL COPY OF THIS LAW, IN HAPPY VALLEY-GOOSE BAY, NUNATUKAVUT, THIS 3RD DAY OF APRIL 2023.

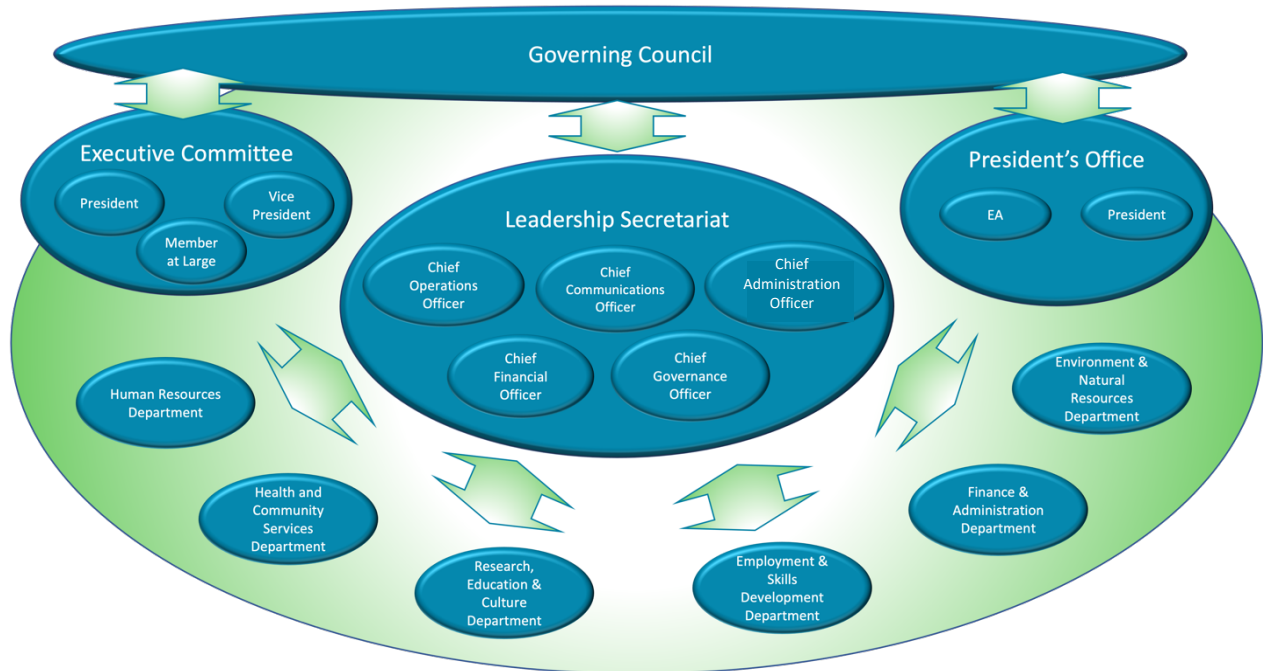


**Todd Russell
PRESIDENT**



**Jim Holwell
VICE PRESIDENT**

Schedule A : Structure of NCC



Schedule B : Oath and Code of Conduct of the NunatuKavut Community Council Members

As a NunatuKavut Community Council Member, I, _____, acknowledge that I have closely read this *Oath and Code of Conduct of the NunatuKavut Community Council* and hereby agree to the following:

- (1) I agree to abide by this Oath and Code of Conduct.
- (2) As part of the governing body of the NunatuKavut Inuit, I will carry out the duties of my position to the best of my abilities, conscientiously, loyally, in good faith, honestly, fairly and impartially in order to serve and protect the interest of the NunatuKavut Inuit, its members and its territory.
- (3) In my actions and words, I will promote and uphold the integrity and dignity of the NunatuKavut Inuit and its laws, policies, programs, government and Employees.
- (4) I agree to become familiar with NunatuKavut Community Council laws and policies and to abide by these laws and policies, as well as traditional Inuit laws and ways of doing.
- (5) I will be on time and attend all Council meetings as well all other committee meetings, workshops and conferences assigned to me as an official delegate of the NunatuKavut Community Council, and will formally report back to Council.
- (6) While attending Council meetings and other meetings in my role as Council Member, I will be attentive and respectful.
- (7) If I am unable to attend a Council Meeting or other meeting related to my role, I will inform the President or Chief Administration Officer at least five (5) days beforehand, or as soon as possible if an emergency occurs.
- (8) I will attend all Council Meetings in person, unless a decision is made to hold a Council meeting virtually for public health or other reasons.
- (9) I will attend and prepare for all NunatuKavut Community Council committee meetings or events relating to my portfolio areas or as requested by Council, including Council meetings, by doing back-ground reading to be ready to have informed discussions on the topics.
- (10) I will promptly respond to e-mails and calls, and meet with community members, Employees or other Council Members to discuss issues relating to my portfolio areas.

- (11) When making Council decisions, I will strive to collaborate with other Council Members and to work by consensus as much as possible.
- (12) I will attempt to communicate openly with other Council Members and to listen fully and seek to settle any internal differences in a respectful, cooperative and constructive manner.
- (13) I respect that the day-to-day administration of the NunatuKavut Community Council is under the authority of the Leadership Secretariat and the Officers and Directors and I will not undermine their authority or intimidate them in any way when they are acting under delegated authority.
- (14) During my time as a Council Member, as well as once my Council duties have ceased, I will not give out or discuss official or confidential information, including information pertaining to individual Employees or community members, discussed at Council meetings or acquired while carrying out my duties unless the release of such information has been authorized by the Council.
- (15) I will use information obtained while carrying out my delegated duties for the intended purpose only and not for my own personal gain or interests or for the gain or interests of my friends or family.
- (16) I will use equipment, property and supplies which are owned or rented by the NCC for authorized purposes only, will use such equipment with care, and will report any maintenance required to an appropriate Employee.
- (17) If my private interests constitute an actual or perceived conflict of interest with any discussions or decisions before Council, including the interests of my family members, I will declare this to the Council immediately and cease any involvement in any related discussions or decisions and will physically be absent during all related discussions and not try to influence any related decisions in any way.
- (18) I will refuse any fees, gifts, or other tangibles offered to me, directly or indirectly, that are worth more than \$500 or could reasonably be seen to influence my judgment or actions or in reward for duties performed by virtue of my position.
- (19) As part of Council, I am responsible for the sound financial management of the NunatuKavut Community Council.
- (20) I will immediately report to Council any instances of fraud, theft, abuse, and waste by any person, including Directors, Officers, Employees or other Council Members, of which I become aware.

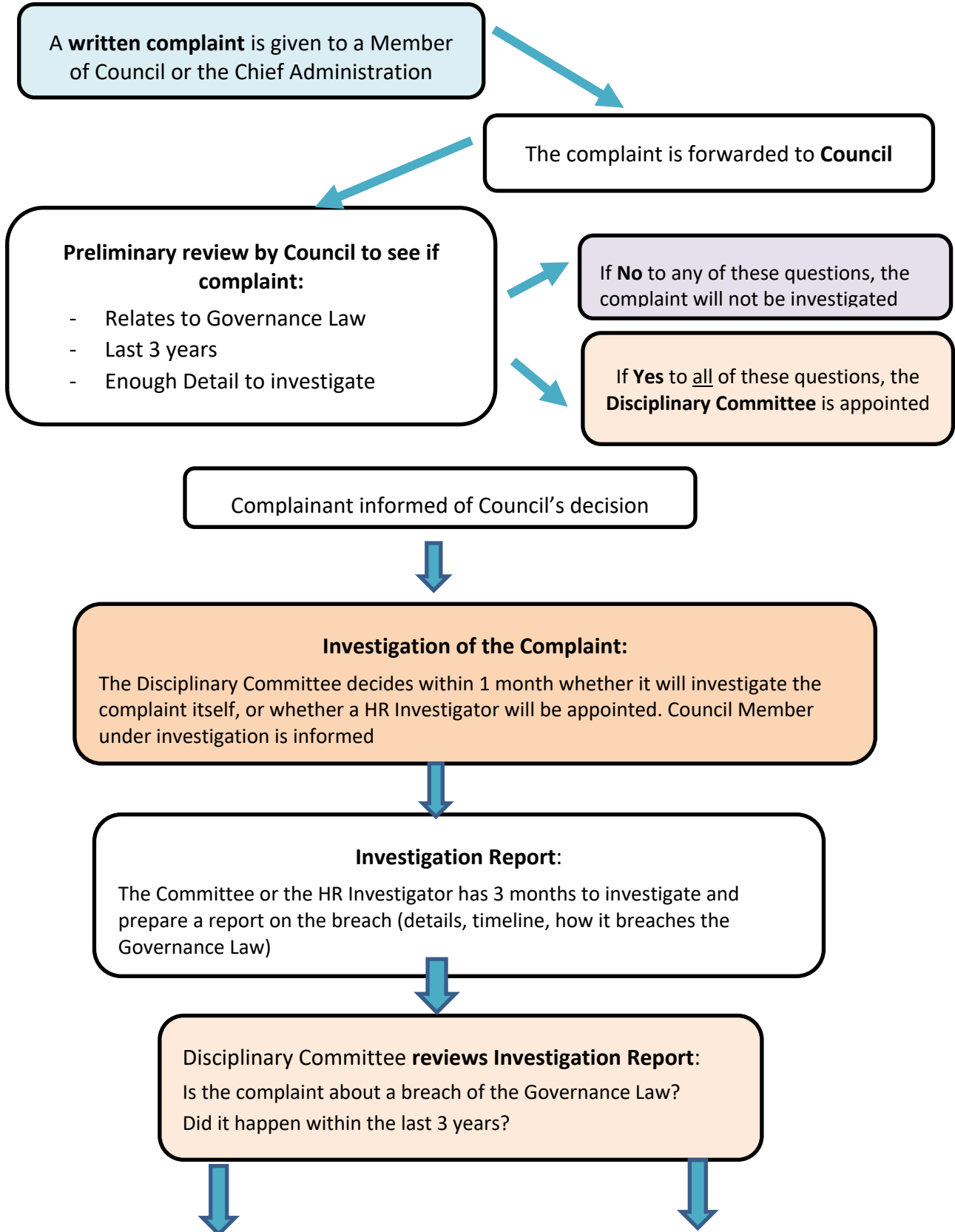
- (21) I will continually look for and find ways of doing my work more efficiently, effectively, and economically.
- (22) I will not sit as a board member of any entity whose objectives or activities are contrary to the interests or the NunatuKavut Community Council.
- (23) As a Member of Council, I will contribute to the strengthening and continuation of the Inuit language by ensuring it is spoken and written, where possible.
- (24) I will carry out my duties and responsibilities in a way that honours, promotes and preserves Inuit laws, language, values, culture, traditions, and way of life.
- (25) I will carry out my duties, responsibilities, and decision-making powers in a way that will support the protection of the environment, the lands, sea and ice, its biodiversity, rivers and other water bodies within NunatuKavut lands.
- (26) I will conduct myself in a way that is respectful and inclusive of all individuals that are part of NunatuKavut society, including Elders, youth, men, women, and children.
- (27) As Council Member, I will carry out my duties in accordance with the Inuit traditional laws and practices, customs, and principles of leadership, governance, and decision-making.

Read, understood and acknowledged:

Signature

Date

Schedule C : Overview of the Council Member Investigation Process



If **No** to either question, the complaint will not go to a hearing (parties informed)

If **Yes** to both questions, a hearing will be held.

Investigation Report and hearing information goes to the Member of Council

If there are immediate safety concerns, Council can impose temporary measures.

Hearing:

Parties given at least 2 weeks' notice

Member of Council can hire a lawyer, if they choose.

Conclusions by Disciplinary Committee

After hearing, the Committee decided if they think there was actually a breach of the Law.

Council decision:

Council **reviews the written reasons** of the Disciplinary Committee and decides if there was a breach of the Governance Law.

If yes, they determine appropriate disciplinary actions which can include:

- (a) issuing a warning
- (b) issuing an official written reprimand
- (c) removing the Member of Council from one or all NCC Committees that they sit on
- (d) requiring that the Member of Council give an apology or other appropriate action
- (e) requiring that the Member of Council carry out a specific training, program or similar activity
- (f) requiring that the Member of Council reimburse money or provide restitution for a harm caused
- (g) suspending a payment to the Member of Council for a specific period of time
- (h) educating the Member of Council (or all Members of Council) about their duties under the Governance Law
- (i) any other action the powers of Council