



30 October 2020

Chief Wilbert Marshall, Chair

The regular meeting of the AFNWA Board will be held tentatively the afternoon of Friday November 6th, 2020 via the Ring Central virtual platform:

<https://meetings.ringcentral.com/j/1493208810>

In Camera Reports

1C Approval of Minutes of the In-Camera Meeting held on 26 August 2020

2C Business Arising from Minutes

3C Governance Manual

Motion: That the AFNWA Board approve the recommendation as outlined in the confidential report dated 23 October 2020

4C Term Sheets

Motion: That the AFNWA Board approve the recommendation as outlined in the confidential report dated 22 October 2020

5C Employee Salary Framework

Motion: That the AFNWA Board approve the recommendation as outlined in the confidential report dated 23 October 2020

6C Board Compensation Policy

Motion: That the AFNWA Board approve the recommendation as outlined in the confidential report dated 26 October 2020

Regular Reports

1. a) Ratification of In-Camera Motions
b) Approval of the Order of Business and Approval of Additions and Deletions
2. Approval of Minutes of the Regular Meeting held on 26 August 2020
3. Business Arising from Minutes
 - a) Transition Implementation Plan Update

Information Reports

- 1-I Transition Implementation Update (30 September 2020)
- 2-I Transition Implementation Update (28 October 2020)
- 3-I Private Wells & Septic Systems

Original signed by

James MacKinnon
Board Secretary



**Atlantic First Nations Water Authority
MINUTES**

26 August 2020

PRESENT:

Chief Wilbert Marshall, Chair
Chief Andrea Paul, Director
Chief Arren Sock, Director
Chief Terry Paul, Director

REGRETS:

Chief Ross Perley, Vice Chair
Chief Mike Sack, Director
Chief Roderick Gould Jr., Director

STAFF:

Carl Yates, interim CEO, AFNWA
James MacKinnon, interim COO, AFNWA

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CALL TO ORDER

The interim CEO, upon direction of the Chair, called the regular meeting to order at 9:25 AM via the Ring Central virtual platform. The Board moved In Camera at 9:30 AM and the regular meeting reconvened at 9:40 AM

1.a) RATIFICATION OF IN-CAMERA MOTIONS

MOVED BY Chief Wilbert Marshall, seconded by Chief Andrea Paul, that the AFNWA Board ratify the In- Camera motions.

MOTION PUT AND PASSED.

1.b) APPROVAL OF THE ORDER OF BUSINESS AND APPROVAL OF ADDITIONS AND DELETIONS

Board reviewed the Agenda with no additions or deletions suggested.

MOVED BY Chief Andrea Paul, seconded by Chief Mike Sack that the AFNWA Board approve the order of business as circulated.

MOTION PUT AND PASSED

2. APPROVAL OF MINUTES – 29 July 2020

MOVED BY Chief Andrea Paul seconded by Chief Mike Sack, that the AFNWA Board approve the minutes of the regular meeting of 24 June 2020

MOTION PUT AND PASSED.

3. BUSINESS ARISING FROM MINUTES**a) Transition Implementation Plan Update (verbal)**

James MacKinnon presented some of the steps that we have been working on during the last month. Hi-lights are as noted below:

Step 1- Operational Funding: \$1M has been deposited into the AFNWA bank account in relation to the Funding Agreement between AFNWA and the Government of Canada.

Step 2- Planning & Establishment of Governance: Development of Internal Policies work continues. The draft compensation policy is being resubmitted at the current meeting as quorum was lost on 29 July 2020 meeting. The AFNWA Corporate Governance manual, as prepared by Rod Burgar is in its final stages of development and will be ready for presentation to the Board at the Governance Workshop, which is proposed for the afternoon of Sept 29, and the afternoon of September 30th, following our regularly

scheduled Board meeting. The workshop will be held just after the APC All Chief's meeting.

An RFP was issued for a communications consultant. Contracts have been developed and / or are under development for continued work with the AFNWA.

Step 3a- Band Council Resolutions: We have engaged with McInnes Cooper and have developed elements of what should be included in a final commitment BCR. Once a working draft is complete, we will be convening working group consisting of GoC reps along with community lands personnel and AFNWA legal counsel to review and finalize a draft BCR for Board approval. We are also proposing a Chief's workshop in late October to present an update on AFNWA activities and discuss the key milestones for community participation. We would like to have this workshop at Membertou Convention Centre and will follow up with Chief Terry Paul on availability.

Step 3b- Implement Human Resources Strategy: Work is ongoing with Leaders International Executive Search Firm; We have provided Leaders with job descriptions for each of the four Senior Managers. A short list was provided for the Manager of Engineering with a meeting yesterday to discuss a refined list of candidates. Additionally, Karen Reedman has begun the job evaluation process using the Korn Ferry HAY methodology.

Step 5- Implement Operations Model: ISC and Ontario Clean Water Agency (OCWA) are currently finalizing terms for the review of the AFNWA Business Case. A key point for the AFNWA is the scope of review. There are certain things OCWA are experts on that they could certainly comment on, however there are also certain aspects that are out of scope for the review (cultural elements for example)

Step 7- Regulatory Oversight: Dalhousie University continues work on water safety Plans. AFNWA & APC both completed partner applications for a natural Sciences and Engineering Research Council (NSERC) application, for additional funds to support this work. There is a meeting planned for early September with ISC, Environment and Climate Change Canada to discuss regulation of water and wastewater quality.

Step 8- Operational Planning : A search continues for AFNWA HQ office space for this fall including a tour of Sipekne'katik new building in Hammond's Plains on 05 August 2020 and contact with Millbrook Power center to review all options available at this time. The CEO and COO have been visiting communities engaging with Chiefs, Councilors, administrators and operators to discuss the AFNWA and hear their concerns. A common theme heard was the need for increased investment in wastewater, support for operator certification (which has just started up in NB again) and we should hear NS's options for certification exams sometime this week), and improvement in SCADA systems. Additionally, implications of maintenance on individual wells and septic systems was also discussed and will need to be reviewed with the Board for direction. An operator's workshop is planned for October 7th and 8th, 2020 in Truro to advance discussions.

Chief Andrea advised that her community has a couple of gentlemen who do water and wastewater , with one probably retiring soon and is wondering if it is possible to have people go through the certification program before they are hired, to have the community be prepared in case the community needs someone quickly? AFNWA advised that our main focus is to reach out to all operators and let them know that we want all operators that currently work in First nation communities to be part of the AFNWA when the assets get transferred. Chief Andrea asked how we reach out to someone who may not even be a part of it right now but there may be an opportunity, in recognizing building capacity

within the community and thinking ahead. AFNWA advised we want to reach out as much as we can to attract qualified candidates. As well, we would love the opportunity to get into high schools as we believe that's where it starts. There, we can give a presentation to let the youth know this is a definite career opportunity and steer them, in particular, to the NSCC. Carl has a great working relationship with the CEO of NSCC and has previously reached out to advise we will be looking for their support to ensure NSCC encourages and welcomes First Nations students into programs that will align with jobs in a water utility. Carl suggested this would be a great topic of discussion at the Chief's at the October workshop: How do we get youth interested in a great career with water and wastewater? Chief Andrea advised that she does have a contact who works in a mill treatment plant. AFNWA advised to please ask this contact to reach out to Carl Yates as his skills are very transferrable.

b) Draft Compensation Policy

There was a presentation on this at the last meeting, with 3 votes in favour of the draft Compensation Policy, however we lost quorum. We wish to get a clean motion on the floor today and get support for the AFNWA Compensation Policy. Key to the compensation policy is the HAY methodology and looking at 3 components to a compensation policy; base pay; individual performance incentive for managers; and corporate incentive program. The policy also recognizes we are going to pay overtime for the rank and file, excluding senior managers. We will come back at a later time to look at an overall corporate incentive program tied to a corporate balanced scorecard, which is yet to be developed.

**MOVED BY Chief Wilbert Marshall, seconded by Chief Terry Paul that the AFNWA Board approve the Compensation Policy in the substantive form attached.
MOTION PUT AND PASSED**

8. DATE OF NEXT MEETING

The next meeting is scheduled for 30 September 2020 @ 9:30 AM

The meeting was adjourned at 10:20 AM

Original signed by

Name
Board Secretary

Original signed by

Name
Chair

The following Information Items were submitted:

1-I Transition Implementation Plan Update



TO: Chief Wilbert Marshall, Chair, and Members of the Atlantic First Nations Water Authority Board

SUBMITTED BY: original signed by
James MacKinnon, Interim Chief Operating Officer

APPROVED: original signed by
Carl Yates, Interim Chief Executive Officer

DATE: September 23, 2020

SUBJECT: **Transition Implementation Plan - Update**

Information Report

ORIGIN

Transition Implementation Plan [TIP] approved by the Board at the June 24th, 2020 board meeting,

BACKGROUND

The Transition Implementation Plan [TIP] provides a detailed overview of the AFNWA's internal developments as an organization, and external developments on projects and community outreach. The TIP will guide the overall operationalization of the AFNWA through staged phases and lead to full autonomous operations in Spring 2022. It describes the objectives of the phases and the process by which the steps and composite tasks are to be managed.

DISCUSSION

The complete Transition Implementation Plan is attached for your reference, however some key highlights of development since our previous meeting are as follows:

- *Step 1: Operational Funding.*
 - *Funding has been received. Step 1 can now be considered complete.*

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- *Step 2: Planning and Establishment of Governance.*
 - The AFNWA Corporate Governance Manual, as prepared by Rod Burgar with input from our legal counsel at McInnes Cooper, is ready to be presented at the Board Governance Workshop on September 29 & 30. [draft attached]
 - The AFNWA Board Compensation Policy is in draft form for discussion at the governance workshop [draft attached]
 - A contract is currently being finalized with NATIONAL Public Relations and an introductory meeting is set for October 1, 2020.
 - Contracts have been finalized for organizations supporting the ongoing work of the AFNWA. Executed contracts include:
 - Halifax Water (Asset Management support),
 - Colliers Project Leaders (Business and Financial Analysis),
 - McInnes Cooper (legal support), Accelerator Inc (Governance),
 - Graham MacDonald (SCADA master plan), and
 - Karen Reedman (job evaluations)

- *Step 3a; Band Council Resolutions:*
 - A draft BCR for final commitment to the AFNWA is now complete and ready for discussion at the governance workshop next week (see attached). Work has begun to bring a working group together of First Nations and Government of Canada representatives.

- *Step 3b: Implement Human Resource Strategy*
 - Candidates for the Manager of Engineering have been interviewed and a preferred candidate is selected. An offer of employment is being finalized.
 - Interviews for the Manager of Communication and Outreach will take place on October 1, 2020.
 - Utilizing the HAY methodology, all senior management positions for the AFNWA have been evaluated.

- *Step 5: Implement Operations Model.*
 - *A proposal from the Ontario Clean Water Agency (OCWA) has been submitted to ISC and work is underway. OCWA are proposing to provide the following:*
 - *A review of the AFNWA business case for the delivery of water and wastewater services with the focus on present day operational and maintenance costs with additional consideration of planned upgrades.*
 - *A review of the level of service (i.e. The Targeted Level) for the 15 member First Nations as proposed in the*

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organizational design based on the Hub and Spoke Delivery model.

- *A review of the service delivery model and its designed ability to provide support services through the lens of Operations and Maintenance, Management & Administration and Corporate Services based on:*
 - *Geographic locations,*
 - *Types of water and wastewater systems currently existing*
 - *Capital updates being proposed and*
 - *Regulatory standards that will be adhered to.*
 - *A review and comment on the flexibility of the proposed solution to accommodate future support for additional communities.*
- *OCWA, will also provide recommendations on:*
 - *An Atlantic First Nation Water Authority as it moves towards startup and operations through transition towards normalized operations.*
 - *The Government of Canada in its due diligence process on the Atlantic First Nation Clean Water Authority including service delivery audits/reviews for the contract duration.*
- *Step 7: Regulatory Oversight.*
 - *Dalhousie continues its work on Water Safety Plans. The AFNWA and APC both completed partner applications for a Natural Sciences and Engineering Research Council (NSERC) application for additional funds to support this work. As of September 15, 2020, the application has passed its initial review and is on to the peer review.*
- *Step 8: Operational Planning:*
 - *The CEO and COO continue to meet with Chiefs, Councilors, community administrators and operators to discuss the AFNWA and hear their concerns. Most recently, a meeting was held with the Chief and Council of Pabineau First Nation and a formal presentation provided regarding entry into the AFNWA.*
 - *A meeting with Wagmatcook First Nation is scheduled for September 24, 2020 to discuss entry into the AFNWA.*
 - *An Operators workshop is planned for October 7th and 8th in Millbrook to advance discussions with community operators.*
 - *A Chiefs meeting is planning for September 21st and 22nd in Membertou.*
- *Step 9: Capital Planning*
 - *The AFNWA is looking to finalize interest in the Supervisory Control and Data Acquisition (SCADA) master plan project by*

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September 30th, 2020. We will be seeking formal support from each Chief at the APC all Chiefs meeting on September 28th, 2020.

- Halifax Water is currently completing work on an asset management plan scope document. This document will be the basis for our RFP to provide detail to bidders.

BUDGET and FINANCIAL IMPLICATIONS

Activities associated with the TIP are funded through Funding Agreements secured with Indigenous Services Canada

ATTACHMENT

Transition Implementation Plan
Draft AFNWA Governance Manual
Draft Board Compensation Policy
Draft BCR – AFNWA Commitment

Report Prepared by: original signed by
James MacKinnon, interim COO

Financial Reviewed by: original signed by
Carl Yates, interim CEO

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CORPORATE GOVERNANCE

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1 Introduction

1.1 Background

The Atlantic First Nations Water Authority (AFNWA) was created to manage the delivery of safe drinking water and wastewater in participating First Nation communities in Atlantic Canada. The AFNWA is a First Nation owned non-profit organization with a triple bottom line approach based on social, economic and environmental impact. The AFNWA is incorporated under the *Canada Not-for-Profit Corporations Act* (the *Act*).

The AFNWA will apply First Nations traditional knowledge and culture, and will emphasize environmental stewardship, the spiritual aspects of water and Two-Eyed Seeing, which integrates science-based decision making with a respect for traditional knowledge.

To ensure the AFNWA is and remains aligned with First Nations values, culture and knowledge, the Elders will provide advice to the Board through an *ex officio* advisory committee.

1.2 Purpose of the Corporate Governance Manual

The Corporate Governance Manual describes the Board's responsibilities and identifies the governance principles the Board has chosen to govern the AFNWA. The purpose of the Corporate Governance Manual is to ensure the AFNWA has an effective corporate governance system to guide the organization in achieving its corporate objectives. It delineates and describes the roles and responsibilities within this governance system.

The roles and responsibilities of the Board of Directors of the AFNWA (the Board) derive from the *Act*, common law standards of fiduciary responsibility, and the Board's own decisions related to the manner in which it chooses to meet those responsibilities.

The Corporate Governance Manual is an addition to, and not a substitution for, the *Act* or any common law principles of director duties, responsibilities and standards of care.

1.3 Adoption of the Corporate Governance Manual by the Members of AFNWA

Any First Nations who elect to participate in the AFNWA by Band Council Resolution will be given the opportunity to review the Corporate Governance Manual. By electing to participate in the AFNWA, as evidenced by the passing of a

Band Council Resolution, all members will be deemed to have adopted and will be bound by the Corporate Governance Manual, as may be amended from time to time.

2 Vision, Mission, Strategic Goals and Objectives for the AFNWA

2.1 Vision

To be a recognized leader for the delivery of water and wastewater services to First Nation communities across Canada.

2.2 Mission

To provide safe, clean drinking water and wastewater in all participating First Nations communities in Atlantic Canada, delivered by a regional water authority owned and operated by First Nations.

2.3 Strategic Goals

- To integrate First Nation culture and tradition and realize aspirations to achieve self-determination
- To support long-term self-governance
- To improve service delivery
- To ensure effective governance of the AFNWA
- To ensure financial sustainability of the AFNWA

2.4 Objectives for Governance and Accountability

- To ensure that the Board of the AFNWA is truly representative of the Owners
- To ensure that the values of engagement, openness and transparency are reflected in the governance and accountability of the AFNWA
- To ensure that the personal qualities and business experience of Directors is consistent with those required to oversee the AFNWA's mission, vision and business strategy
- To ensure that Directors are qualified and suited to deal with the opportunities and risks facing the AFNWA, its proposed strategies and its ongoing needs and circumstances
- To apply First Nations traditional knowledge and culture, including environmental stewardship, the spiritual aspects of water and Two-Eyed Seeing

3 Governance Responsibilities

3.1 Governance Principles

Governance is the process and structure for decision-making within an organization, with a view to establishing clear responsibilities and accountabilities. Effective governance provides a framework for action and implementation that enables an organization to operate with confidence to achieve its mission and vision.

The Board of the AFNWA believes that effective and efficient governance is an essential foundation for the organization's success. The following principles describe the governance philosophy endorsed by the Board:

We believe that:

- Our governance must never lose sight of our reasons for being - our organization was established to manage the delivery of safe drinking water and wastewater in participating First Nation communities in Atlantic Canada.
- The best interests of the AFNWA are served when the reasons for its creation are advanced. These include:
 - providing an important precedent for First Nations communities across Canada, and the Government of Canada, as they consider self-governance, self-determination and contemplate coordinated service delivery opportunities across multiple sectors;
 - establishing a culturally appropriate, service oriented and technically strong First Nations water authority that will own, operate and maintain water and wastewater facilities on their reserves;
 - applying First Nations traditional knowledge and culture, while emphasizing environmental stewardship, and the spiritual aspects of water
- It is important to apply Two-Eyed Seeing, which integrates science-based decision making with a respect for traditional knowledge
- All Directors, no matter how they are appointed to the Board, have a fiduciary duty to act in the best interests of the organization as a whole (and not any particular stakeholder interests)
- Our decision-making methods (i.e. consensus, majority vote, etc.) should be clear before we are called upon to decide matters
- Once decisions are made in accordance with the processes and structures in place, Directors should publicly support the organization's decisions
- Our governance should be rooted in ethical conduct and legal compliance
- Our governance should promote and preserve public trust in the AFNWA
- The Board should be focused on the future and provide "high level" strategic direction and oversight to the AFNWA (versus operationally focused on day-to-day management issues)
- Our governance should be based upon clearly defined and respected responsibilities and roles (e.g. of the system organizations, stakeholders, the Board and the CEO)

- Decisions at all levels of the AFNWA should be based upon reasonable evidence/information, including the consideration of trends and their implications for our organization
- Our governance needs to foster the ability to make difficult decisions and to advance the mission of the organization
- Effective planning, implementation and monitoring/reporting systems are foundations for our organization's accountability
- Our governance should foster proactive policies and decision-making versus reactive policies, and should encourage the public to look to and respect the ability of the AFNWA to solve major issues or concerns (versus government or the courts)
- Our governance should focus on the AFNWA as an independent and autonomous organization, while remaining accountable to the Owners

3.2 Legislative Authority

The AFNWA is a privately owned non-profit organization created under the *Canada Not-for-Profit Corporations Act*. The AFNWA is owned by the First Nations communities. AFNWA will acquire use and control over drinking water and wastewater assets or control over municipal transfer agreements from First Nation communities to fulfil its mandate. The AFNWA will adhere to the *Guidelines for Canadian Drinking Water Quality* established by Health Canada and the *Wastewater System Effluent Regulations* through the federal *Fisheries Act*.

3.3 Appointment and Membership of the Board

The Board for the AFNWA will consist of up to fifteen (15) Directors comprised of twelve (12) representatives from First Nation communities and three (3) *ex officio* technical experts. The Board will oversee the activities and operations of the AFNWA and will establish committees as needed to advise the Board.

Directors will be selected by the Owners and will be appointed to serve four (4) year terms, with the terms of one quarter of Directors ending in each fiscal year of the AFNWA. A minimum of two thirds of the Directors will be Chiefs. The Board will elect the Chair and Vice Chair of the Board. The Chair will be appointed for a term of five (5) years and the Vice Chair for a term of four (4) years. No Board member can serve more than two terms to ensure appropriate renewal and revitalization of the Board.

3.4 Board Culture

The Board expects ethical and businesslike conduct of its Directors and of itself as a whole. Directors are accountable for exercising their powers and discharging their duties honestly, in good faith and in the best interests of the AFNWA. This accountability supersedes the personal interest of any Director.

In order for the Board to be an effective decision-making “unit” and to add value to the AFNWA through its collective action, the Directors need to develop a “high performance” culture that supports this.

The Directors define their desired board culture as one in which:

- The Board functions as a team and speaks with one voice
- The Board is open, transparent and accountable with respect to its decisions
- Directors are encouraged to engage in healthy debate with a view to constructively exploring solutions that are in the best interests of the AFNWA
- Directors are very aware of conflicts of interest (be they real, potential or perceived) and are vigilant about raising them, discussing, and resolving them
- Directors are mindful and/or aware of all stakeholder interests – in other words, during the “information in” discussion phase of a particular matter, a broad range of stakeholder interests may be identified and discussed; however, once the Board moves to the decision-making phase, the Board must weigh any competing interests and make a decision that is in the long-term best interests of the AFNWA
- The Board will collectively seek solutions that are in the best interests of the AFNWA as opposed to individual stakeholder interests
- There is a strong deference to Committee work, assuming that there are opportunities for “broad Board input” at initial stages of a Committee’s consideration of an issue and that the Committee reporting back to the Board outlines the process and alternatives considered in coming to a particular recommendation
- The Board will make difficult decisions to allow the AFNWA to advance its mission
- The Board strives for consensus
- The Board strives for excellence, not perfection; it supports the concept of continuous improvement and learns from both its successes and challenges
- The relationship between the Board and the CEO and the COO is based on trust, collaboration and clear understanding of responsibilities
- The Board is flexible enough to recognize that a changing environment may require “mid-course” corrections to previously approved plans
- The Board makes decisions based upon research and evidence as opposed to anecdotal information
- Directors act as valuable “early warning signals” by identifying potential issues or risks to the Chair or the CEO, based upon their knowledge of stakeholder groups

Each newly appointed Director shall receive an orientation, which will include a review of the Board Culture.

3.5 Accountability

The Board will govern in accordance with its Board Culture and specific accountabilities. Subject to the Board Culture and Section 3.8 Confidentiality, there

should be openness and transparency regarding all matters considered by the Board, other than for:

- (a) acquiring or selling property;
- (b) personnel matters;
- (c) employee relations issues;
- (d) contract negotiations;
- (e) litigation and potential litigation;
- (f) legal advice;
- (g) security; and
- (h) other confidential matters designated by the Board.

3.6 Fiduciary Responsibilities

The legal duties and responsibilities of Directors have their roots in:

- the legal documents that establish the AFNWA (e.g. the Articles and Bylaws);
- the common law duties and responsibilities applicable to directors of non-profit corporations, as outlined in various court cases; and
- the statutory duties set out in the *Act*

Generally speaking, these duties and responsibilities are complementary.

Directors are “fiduciaries” of the AFNWA. The relationship of a fiduciary is similar to that of a trustee, such that a heightened degree of integrity and standard of care is owed to the corporation. Generally, each Director must act honestly and in good faith with a view to the best interests of the AFNWA, avoid personal conflicts of interest and at a minimum must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Acting Honestly and in Good Faith:

A Director’s ultimate responsibility, as a matter of law, is to promote and act in good faith with a view to the best interests of the AFNWA.

Fulfilling this duty means:

- bringing a vision to your work that considers all Owners, as a whole, while recognizing the importance of regional concerns;
- not withholding sensitive and important information affecting the AFNWA;
- taking positive, proactive steps to protect the interests of the AFNWA when and as needed;
- publicly defending AFNWA policies and decisions; and
- working to build trust and co-operation among Directors and with AFNWA stakeholders.

Care, Diligence and Skill:

As a fiduciary, Directors must also devote sufficient time and attention to the affairs of the AFNWA so they are in a position to exercise informed judgment. The duty to exercise care, diligence and skill does not require that Directors must meet a standard of perfection. The standard of care requires, at a minimum, that a Director exercise their responsibilities on a basis equivalent to what a reasonably prudent person would do in comparable circumstances. A Director may be expected to meet a more subjective standard to the extent that they possess a unique expertise or skill (i.e. accounting, legal, engineering, or other professional expertise).

3.7 Governance Charter

In addition to meeting the requirements established by law, the Board will be accountable to provide effective stewardship and strategic leadership for the AFNWA by fulfilling the following key governance responsibilities:

3.7.1 Mission, Vision and Strategic Goals

- Approve, affirm (as part of the regular business planning process) and continually support the Mission, Vision and Strategic Goals of the AFNWA
- Ensure that the AFNWA's values are clearly stated, widely shared and provide a framework for decision-making throughout the AFNWA

3.7.2 Policy Development

- Approve a process for the development and periodic review of policies
- Determine and approve policies of the AFNWA
- Approve governance policies in areas relating to the Board's stewardship responsibilities
- Delegate operational policy development and approval to the CEO
- Ensure that systems are in place to (a) identify the need for policies, (b) review and monitor the effectiveness of AFNWA policies and (c) report on compliance with AFNWA policies

3.7.3 Strategic Plans & Corporate Performance

- Provide strategic direction in the development, including the development of goals for the AFNWA Strategic Plan, and final approval of the Strategic Plan
- Contribute to and support the AFNWA Strategic Plan
- Approve the Annual Business Plan prepared by the CEO, ensuring alignment between the AFNWA Strategic Plan and the Annual Business Plan
- Approve the process for strategic planning and annual business planning
- Monitor the performance of the CEO through a performance measurement system that is linked to the AFNWA's Strategic and Annual Business Plan

3.7.4 Relationship with Chief Executive Officer

- Appoint and determine the duties and remuneration of the CEO
- Respect and ensure good clarity between the roles of the Board and the CEO
- Monitor and annually evaluate the CEO's performance in relation to performance expectations determined by the Board and agreed to by the CEO

3.7.5 Financial Oversight

- Consider and approve the Annual Business Plan prepared by the CEO and comprehensive budget for the AFNWA; ensure that these are aligned with the AFNWA Strategic Plan
- Receive quarterly financial statements from the CFO, accompanied by a compliance certificate
- Appoint an external auditor
- Approve annual audited financial statements
- Review and approve material transactions as defined by policy
- Approve the AFNWA's financial policies and procurement policies
- Provide high-level stewardship over the resources of the AFNWA in order to ensure long-term sustainability

3.7.6 Risk Management Oversight

- Understand the principal risks facing the AFNWA and receive and consider an annual review of enterprise risk assessment
- Ensure, through the CEO, that there are systems in place to mitigate/manage those risks and monitor the effectiveness of those systems

3.7.7 Human Resources Oversight

- Ensure, through the CEO, that the AFNWA develops and maintains a long-term, comprehensive, human resource plan, oriented towards the recruitment of qualified First Nation employees
- Ensure that policies and systems are in place to foster a work environment that attracts, develops and retains talented First Nations employees and other employees
- Ensure that a succession plan is in place for the CEO position and that the CEO, in turn, has a succession plan in place for senior leadership and other key positions within the AFNWA

3.7.8 Communications, Stakeholder Relations, Advocacy and Accountability

- Ensure that the AFNWA has policies and systems in place to:
 - protect and continuously enhance the AFNWA brand and reputation;
 - maintain strong and effective relations with all stakeholders, including First Nations communities;
 - promote the principles of open and transparent dialogue and discussion with our stakeholders;
 - advocate on behalf of the AFNWA and its strategic priorities;
 - appropriately receive and address stakeholder concerns/complaints;
 - demonstrate accountability to its Owners; and
 - monitor the AFNWA stakeholder relations and advocacy
- At least annually, report to Owners on the AFNWA's progress towards all plans (strategic, financial, advocacy, etc.)

- Ensure that the AFNWA has a communications plan in place that aligns with its Annual Business Plan and that fosters open, honest and accountable communications with stakeholders

3.7.9 Board Governance

- Oversee the appointment process for new Directors, selection of the Chair and Vice Chair
- Ensure that Directors have a thorough initial orientation followed by ongoing opportunities to increase their capabilities as Directors of the AFNWA
- Annually establish goals for the work of the Board and organize/adapt the Board Committees and meeting agendas to accomplish these goals
- Approve the structure and terms of reference of Board Committees
- Annually evaluate the performance of the Board, its Chair, Vice Chair and its Committees
- Foster an effective relationship with the CEO with oversight from the Board Executive (Chair and Vice Chair)
- Review Governance Policies and Board practices in the context of evolving standards of governance
- Ensure that a policy and process is in place to identify and resolve conflicts of interests on the part of Directors

3.8 Confidentiality of Information

These guidelines have been developed with the intention of protecting information, the confidentiality of which is essential to effective decision-making by the Board, and the development of public education and awareness.

The Board shall adhere to privacy legislation, as applicable. In addition, the Board's broader goal of fair, efficient and effective decision-making may, in some circumstances, place restrictions on the release of information. It is particularly important that confidential information not be disclosed to anyone without the express authority of the Board as a whole. Directors are encouraged to participate in communications that assist in educating the public, employees and stakeholders about the role of the Board.

Directors may find the following guiding principles to be of assistance:

- (a) The content of a specific AFNWA customer file should never be disclosed.
- (b) The substance of the Board's oral deliberations should not be disclosed.
- (c) Agenda items for future Board meetings may be disclosed to facilitate general consultations with constituents regarding such agenda items. Specific options or recommendations advanced by the CEO for discussion at future Board meetings should not be disclosed.

Written materials received by Directors that analyze and review general issues may be disclosed in accordance with any disclosure policy or protocol approved by the Board, provided such disclosure does not include sensitive commercial, private, personnel or customer information.

3.9 Conflict of Interest Guidelines

As detailed in Section 3.4 and Section 3.6, the members of the Board are accountable for exercising their powers and discharging their duties honestly, in good faith and in the best interests of the AFNWA as described in Section 3.1. When there is a conflict of interest, the Director's ability to discharge their responsibilities to the AFNWA is inhibited. For that reason, where a conflict of interest is declared to exist by a Director or the Chair, the Director must refrain from voting on or participating in any way in any matter in which the conflict exists, and must refrain from any attempt to influence decision-making on any such matter.

For the purpose of these guidelines, a conflict of interest exists where a Director's outside interests, whether personal, familial, financial, professional or otherwise, have an undue influence or may reasonably be perceived to have an undue influence on the member's discharge of their responsibilities as a Director.

It is impossible to enumerate all of the situations in which a conflict of interests might be said to exist. However, examples where a conflict of interest exists include:

1. A Director accepts or is offered any compensation in any form that is related to their discharge of the duties of a Director, other than their remuneration from the Board or salary offset from their employer while attending to the work of the Board
2. A Director is a current or former board member of an organization that receives substantial funding from the AFNWA where the decision to provide such funding is made by the Board
3. A Director has an interest (i.e., an investment) in another organization supplying products or services to AFNWA customers or employees
4. A Director is employed by a company bidding on a contract with the AFNWA
5. A Director has an association (e.g., family member, close friendship, etc.) with the principals of any firm bidding to provide external audit services to the AFNWA
6. A Director makes very public statements regarding their individual position on an issue that indicates they are unable to change that position and participate in consensus decision-making on the issue
7. A Director is unwilling to take a position that is contrary to that taken by other Board colleagues representing the same stakeholder or Owner group
8. A Director feels compelled to follow a stakeholder or Owner's position rather than exercising their own judgment about an issue;

9. A Director feels compelled to give stakeholders advance notice (i.e., before a decision is made) that a decision they may not like is about to be made by the Board;

The Board as a whole relies on individual Directors to promptly report the existence of or the possibility of an actual or perceived conflict of interest. When a conflict does or may exist, the Director must declare the conflict and either voluntarily withdraw from consideration of the matter at issue or allow the Chair to take appropriate action. The Chair need not wait for the Director to report a conflict and may raise an actual or perceived conflict of interest with a Director.

When there is, in the opinion of the Director or of the Chair, an actual or possible conflict of interest, the Director must identify and disclose to the Chair all details of the situation pertinent to the determination by the Chair of whether a conflict of interest exists, and if so, the appropriate remedy.

If the Chair determines there may be an actual or perceived conflict of interest of a Director, the Chair may take whatever action he or she deems appropriate to resolve the conflict, including but not limited to the following:

- (a) Directing the Director to divest themselves of the outside interests;
- (b) Directing the Director to transfer the outside interests to a neutral or third party;
- (c) Publicizing the potential conflict so that actual conflict may be avoided; or
- (d) Excluding the Director from discussions or decisions relating to the matter in which the Director has a conflict of interest.

3.10 Elder Advisory Committee

Elders play a crucial role in First Nation communities, as First Nation communities have both formal and informal leadership. To ensure the AFNWA is and remains aligned with First Nations values, culture and knowledge, the Elders will provide advice to the Board through an *ex officio* advisory committee. The Chair of the Elder Advisory Committee will have the right to attend and participate in meetings of the Board as an *ex officio*, non-voting member.

The Elder Advisory Committee will be comprised of five (5) Elders selected by the Owners and will be appointed to serve four (4) year terms.

4 Board Roles

4.1 Role and Responsibilities of the Chair

The Chair shall be selected by the Board. The Chair may be appointed for a term of not more than five years and may be re-appointed once for a consecutive term.

Where the Chair is absent, or is unable to act as Chair, or there is a vacancy in the office of the Chair, the Vice Chair exercises the powers and discharges the duties of the Chair. If both the Chair and the Vice Chair are absent or are unable to act as Chair the remaining Directors may select a Director to act in such capacity (the Acting Chair).

4.1.1 Board Operations

In accordance with governance principles of leadership and stewardship, the Chair of the Board:

- Determines, in consultation with the Board, the times and places of meetings of the Board
- Will call and preside over Board meetings and shall exercise all powers associated with that position
- Will exercise a vote only in the instance of a tie between voting Directors
- Ensures that all business required to come before a Board meeting is brought before the Board such that the Board is able to carry out all of its duties to oversee the business of the AFNWA
- Ensures that all business set out in the agenda of the Board meetings is discussed and brought to resolution, as required
- May request a member of the Board whose term has expired or has resigned to act as a non-voting member in order to complete any unfinished duty or matter
- May delegate any power or duty conferred on the Chair to the Vice Chair
- May establish committees and sub-committees of the Board and designate members to serve
- Will determine appropriate action to resolve a conflict of interest identified by a Director or the Chair in accordance with the conflict of interest guidelines (outlined in Section 3.9)
- Shall strive to maintain communications with Directors outside of formal Board or Committee meetings

4.1.2 Corporate Communications

- Shall issue and be responsible for documents pertaining to the decisions of the Board
- Along with the CEO, the Chair may act as the spokesperson for the AFNWA as it pertains to Board governance and enterprise oversight and risk management

4.1.3 Human Resources Management and Performance

- Provides guidance and direction to the CEO on behalf of the Board
- Presents the Board's CEO evaluation to the CEO
- Approves CEO expenses

4.1.4 Expectations of the Chair

During board meetings

- ▶ Know the Board
- ▶ Remain objective when framing issues
- ▶ Keep the meeting focused
- ▶ Maintain effective meeting discipline
- ▶ Demonstrate leadership
- ▶ Offer their own perspective when appropriate
- ▶ Know when to "call it" – determine when the Board is in "diminishing returns" territory
- ▶ Use judgment when potentially contentious issues are on the table
- ▶ Value the importance of consensus decision-making
- ▶ Be prepared – the Chair should be the most informed Board member on most matters
- ▶ Be courageous
- ▶ Apply the principle of Two-Eyed Seeing, which integrates science-based decision making with a respect for traditional knowledge

Between board meetings

- ▶ Provide feedback to the CEO on Management's participation in the meetings
- ▶ Have ongoing interactions with the CEO, COO and Committee Chairs (as required) regarding agenda planning and advancement of committee work
- ▶ Represent the Board at meetings and other functions
- ▶ Act as the chief spokesperson for the Board
- ▶ Attend external meetings as necessary
- ▶ Keep the Board informed of significant/sensitive issues
- ▶ Be an effective relationship builder – with Directors, stakeholders, Elders, etc.
- ▶ Represent the AFNWA within Atlantic Canada and nationally
- ▶ Advance Board business between meetings
- ▶ Play a mediation role with Directors between meetings in order to facilitate consensus
- ▶ Be a sounding board for other Directors and provide feedback to Directors as appropriate

- Interactions with Management***
 - ▶ Develop a strong working relationship with the CEO (and the Senior Management team as appropriate)
 - ▶ Foster a relationship with the CEO that is mutually supportive, loyal, honest and objective
 - ▶ Act as a sounding board for the CEO
 - ▶ Be cognizant that the Chair represents the Board in their relationship with the CEO
 - ▶ Provide coaching, mentoring and leadership to the CEO
 - ▶ Have regular contact with the CEO (and the COO)

- Ongoing learning and development***
 - ▶ Remain apprised of best practices and developments relating to the work as a Director/Chair, specifically through interactions with other water and wastewater service providers
 - ▶ Participate in professional development according to standards set by the Board
 - ▶ Encourage growth and development of leadership among Directors

4.2 Role and Responsibilities of the Vice Chair

The Board appoints the Vice Chair. The Vice Chair may be appointed for a term of not more than four (4) years and may be re-appointed once for a consecutive term.

In accordance with governance principles of leadership and stewardship, the Vice Chair of the Board:

- shall exercise the powers and the duties of the Chair during an absence or vacancy in the office of Chair;
- shall be familiar with the ongoing work of the Board and the AFNWA to assume the duties of the Chair if the need arises; and
- shall sit as a voting member of the Board unless required to act for the Chair.

4.2.1 Expectations of the Vice Chair

- During board meetings***
 - ▶ Fulfill the expectations of the Chair in their absence
 - ▶ Provide assistance to the Chair, when required
 - ▶ Participate actively in the discussion
 - ▶ Apply the principle of Two-Eyed Seeing, which integrates science-based decision making with a respect for traditional knowledge

- Between board meetings***
 - ▶ Fulfill the expectations of the Chair in their absence
 - ▶ Provide assistance to the Chair, when requested
 - ▶ Develop a close working relationship with the Chair and CEO; be available and act as a thoughtful sounding board

to the Chair

Interactions with Management ▶ Fulfill the expectations of the Chair in their absence

Ongoing learning and development ▶ Fulfill the expectations of the Chair in their absence

Otherwise, the expectations for individual Directors apply to the Vice Chair.

4.3 Role and Responsibilities of Committee Chairs

The Chair appoints the Committee Chairs and Committee members. In accordance with the Terms of Reference for the standing committees, the Committee Chairs:

- will call and preside over Committee meetings and shall exercise all powers associated with that position;
- establish the Committee agenda in conjunction with the Chair and in consultation with the CEO;
- may request another Director to sit in for an absent Director so the Committee may continue its work; and
- on a regular basis report on the activities, decisions and recommendations of the Committee to the Board

4.3.1 Expectations of Committee Chairs

- During committee meetings***
- ▶ Know the committee members
 - ▶ Remain objective in framing issues
 - ▶ Keep the meeting focused; keep the Committee on track and on time
 - ▶ Maintain effective meeting discipline
 - ▶ Demonstrate leadership
 - ▶ Offer own perspective when appropriate
 - ▶ Know when to “call it” – determine when the Committee is in “diminishing returns” territory
 - ▶ Use judgment when potentially contentious issues on the table
 - ▶ Value the importance of consensus decision-making
 - ▶ Be prepared – the Committee Chair should be the most informed Committee member on most matters
 - ▶ Be courageous
 - ▶ Develop and demonstrate appropriate skill sets
 - ▶ Apply the principle of Two-Eyed Seeing, which

integrates science-based decision making with a respect for traditional knowledge

Between committee meetings

- ▶ Provide leadership in “framing” issues and providing reports to the Board (to minimize need to rehash)
- ▶ Be a filter regarding the adequacy and quality of staff materials/presentations en route to the Board
- ▶ De-brief with the designated staff support with a view to ongoing improvement in the functioning of the Committee
- ▶ Have appropriate interactions with designated staff support for the Committee regarding agenda planning and information requirements
- ▶ Liaise with the Secretary regarding scheduling of advancement of Committee work to the Board
- ▶ Keep the Committee informed of significant/sensitive issues
- ▶ Advance Committee business between meetings
- ▶ Play a mediation role with Committee members between meetings in order to facilitate consensus

Interactions with Management

- ▶ Have regular interactions with the designated staff support for the Committee regarding agenda planning and information requirements
- ▶ Develop a strong working relationship with the designated staff support
- ▶ Foster a relationship with the designated staff support that is mutually supportive, loyal, honest and objective
- ▶ Act as a sounding board for the designated staff support
- ▶ If there are any concerns about the performance of the designated staff support, do not deal with them directly but rather refer them to the CEO

Ongoing learning and development

- ▶ Higher threshold expected of Committee Chairs for remaining current on best practices within the scope of their committee’s mandate
- ▶ Participation in professional development activities
- ▶ Facilitate the annual evaluation of the Committee’s effectiveness and efficiency

4.4 Role, Responsibilities and Expectations of Individual Directors

In accordance with governance principles of leadership and stewardship, individual Directors shall act honestly and in good faith and exercise the care, diligence and skill of a reasonably prudent person.

During board meetings

- ▶ Attend Board and Committee meetings in their entirety
- ▶ Be prepared
- ▶ Be respectful
- ▶ Be punctual
- ▶ Participate and offer perspectives open and honestly
- ▶ Demonstrate active listening
- ▶ Be open and receptive to the views of others
- ▶ Objectively make decisions in the best interests of the AFNWA (see Section 3.1 Governance Principles) not individual stakeholder interests
- ▶ Bring forward stakeholders perspectives as “information in” but then let them go in order to make decisions in the best interests of the AFNWA
- ▶ Adhere to meeting rules/norms (King and Kerr, as default reference)
- ▶ Be constructive and helpful in your question-posing; assume good intent and seek to understand
- ▶ Don’t blame or accuse – focus on the issue not the personalities
- ▶ Identify conflicts of interest (see Section 3.9)

Between board meetings

- ▶ Respect the confidentiality of Board discussions (see Section 3.8)
- ▶ Listen and understand informal feedback; it is critically important not to create expectations among stakeholders
- ▶ Be informed and aware of stakeholder views/opinions on AFNWA issues
- ▶ Support the AFNWA’s formal systems for proactively seeking stakeholder input
- ▶ Fulfill advocacy/stakeholder relations role agreed upon by the Board
- ▶ Understand that not every decision needs extensive consultation with stakeholders; some simply require an exercise of good judgment on the part of the Directors themselves
- ▶ Support Board decisions, once made
- ▶ Keep abreast of developments impacting the AFNWA
- ▶ Prepare for upcoming meetings
- ▶ Follow-up on any assigned tasks/commitments

- ▶ No email conversations on substantive/controversial issues – a special meeting can be called
 - ▶ Live and represent the values of the AFNWA and be an ambassador for the organization
 - ▶ Notify the Secretary in advance if unable to attend meetings
- Interactions with Management***
- ▶ Directors’ primary connections to the AFNWA are with the CEO and/or COO
 - ▶ If you have information requests, direct them to the CEO, or COO; do not make requests of any other staff
- Ongoing learning and development***
- ▶ Remain abreast of best practices and developments relating to your work as a Board/Director/Committee Chair
 - ▶ Participate in professional development according to standards set by the Board

4.5 Role and Responsibilities of the CEO

Under section 142 and 143(1) of the *Act* the Board may appoint and fix the duties and remuneration of a Chief Executive Officer.

The CEO is responsible:

- a) to the Board through the Chair;
- b) for day to day management of the business of the AFNWA;
- c) for overseeing the administration and implementation of the policies and budgets of the AFNWA; and
- d) for carrying out any other duty or function as assigned by the Board.

The Board has the overall responsibility/authority for the control and management of the AFNWA. In practical terms, it delegates the day-to-day management of the AFNWA to the CEO and the management team. The key areas of the Board’s stewardship responsibilities are found in the Board’s Governance Charter as set out in Section 3.7. The Roles Analysis attached as Appendix B builds upon the *Act* and the Governance Charter by clarifying the respective roles that the Board and the CEO have in relation to the key responsibilities of the Board.

4.5.1 Delegation of Authority to the CEO

The CEO is conferred full authority, scope and executive powers by the Board, and is responsible for the day-to-day operations of the AFNWA.

The CEO is accountable to the Board for the exercising of this authority and shall be evaluated in accordance with the CEO evaluation process approved by the

Board. The CEO is empowered to delegate authority to other members of executive management.

4.5.2 CEO Limitations

The CEO shall exercise their authority with transparency, integrity, and straight-forwardness and in a manner consistent with the *Act* and the AFNWA Code of Conduct and related policies.

The CEO shall not cause or allow any practices, activity, decision or organizational circumstances that are either unlawful, imprudent or in violation of commonly acceptable business or professional ethics.

Within the global budget, the CEO has the discretion to utilize the approved budget within the categories of operations and capital, including adjusting staff positions and numbers in order to achieve corporate plan objectives. The CEO may not transfer funds between these categories without Board approval.

4.5.3 CEO Succession Planning

The CEO shall present an annual succession plan to the Board, including emergency and long-term succession, through the Board Executive Committee and provide timely updates, should the succession plan change at any time prior to the next annual report on succession.

On an annual basis the CEO shall inform the Board of the development plans for the executive management team.

4.5.4 CEO Terms of Employment

Appointment of the CEO is the responsibility of the Board.

The Chair, pursuant to instructions from the Board, negotiates the terms of employment and remuneration of the CEO for approval by the Board. The CEO appointment, compensation and benefits may only be adjusted by approval of the Board.

The Board Executive Committee shall review the CEO's terms of employment each year in conjunction with the CEO's evaluation. All Directors shall receive copies of the CEO's terms of employment and the CEO's annual evaluation.

4.6 Role and Responsibilities of the Secretary

The Secretary has specific responsibilities with respect to matters relating to the Board and Committees. Accordingly, the Secretary:

4.6.1 Responsibilities to the Board – Secretary

- provides advice on governance or other issues to the Board, Board Committees, and Chair as may be requested from time to time;
- acts as a point of contact for Board member inquiries; and
- performs Board related administrative duties as detailed in Section 6.8.

4.7 Role and Responsibilities of the Treasurer

The Chief Financial Officer shall act as the Treasurer, unless the Board appoints a Director to act as Treasurer. Accordingly, the Treasurer:

4.7.1 Responsibilities to the Board – Treasurer

- keeps the Board informed on key financial events, trends, concerns, and assessment of fiscal health as requested; and
- performs such other responsibilities as designated by the CEO.

5 Guidelines and Terms of Reference of Board Committees

5.1 Committee Structure

The Board of the AFNWA will periodically review the structure and mandate of its Standing Committees. Generally speaking, the Board prefers to keep its committee structure “lean” with a maximum of three (3) Standing Committees. At present, the three Standing Committees are the Audit and Finance Committee, the Board Executive Committee, and the Environment, Health & Safety Committee.

5.2 Committee Work

Standing Committees are established to support the Board in fulfilling its key stewardship responsibilities. The priorities and work of the Standing Committees should align with governance priorities established annually by the Board. The delegated policy-making, decision-making and monitoring roles should be clearly described in the Terms of Reference for each Standing Committee.

5.3 Committee Membership

The Chair has the authority to constitute the Board’s Standing Committees.

The Chair will annually canvass Directors’ preferences (in rank order) for committee assignments. While these preferences may be taken into consideration, the main objectives in assigning Directors to various committees will be the alignment of skills with Committee mandates, ensuring a diversity of stakeholder perspectives on each Committee and balancing the workload of Directors.

Where appropriate, in order to facilitate the work of the Committees, the Chair may appoint temporary alternates to Committees where a regular member of the Committee will be absent.

The Board also endorses the principle that periodic rotation of Directors through committees is desirable.

5.4 Committee Reports

The Board of the AFNWA delegates responsibilities to its three (3) Standing Committees. In most instances, these Committees are expected to give matters due consideration and discussion and to make policy and/or decision recommendations to the Board. In limited instances, the Committees may have been delegated actual decision-making authority, the exercise of which should be reported to the Board. Finally, Standing Committees also fulfill a monitoring role on behalf of the Board with the expectation that the completion of such monitoring together with significant highlights will be confirmed/shared with the Board.

In order to reduce any duplication of effort and to enhance confidence in the substantive work of the Standing Committees, the following guidelines have been developed for written reports to the Board by the Standing Committees.

Recommendations to the Board

A Standing Committee that is bringing a recommendation forward to the Board for either a policy matter or a specific decision should include in its written report to the Board:

- The recommendation in the form of a proposed Board resolution to be advanced by the Committee Chair at the Board meeting
- Statement of the issue to be addressed by the recommendation
- Background
- Process and information sources used by the Committee to study, discuss and come up with a recommendation
- Rationale for the recommendation
- Other options discussed by the Committee
- Key issues considered by the Committee
- Potential implications (e.g. stakeholder, financial, communications, risks)
- Related communications issues

Decisions Made by the Committee

A Standing Committee that has been delegated the authority to make decisions on behalf of the Board should include in its written report to the Board a brief description of the decision made by the Committee.

Monitoring by the Committee

A Standing Committee that fulfills a monitoring role on behalf of the Board should include in its written report to the Board:

- The reports received and discussed by the Committee
- Significant items/developments of which the full Board should be aware

Committee reports are not intended to supersede Management reporting on the organization's performance. Where the Committee receives information/reports from Management, the Committee and the CEO or designate should clarify what, if any, reports should be brought forward to the full Board by Management and can be dealt with in the reporting of Committee highlights to the Board.

5.5 Committee Evaluations

The Standing Committees of the Board shall participate in an annual evaluation process. The purpose of the annual evaluation process is to help the Committees continuously improve their effectiveness and efficiency.

The Committee members, as well as the CEO and the COO in their capacity as *ex officio* members of the Committees, will use an evaluation questionnaire (see Appendix C attached) for the annual evaluation process. It will be distributed to Committee members using an online survey tool that enables easier analysis of the results. Normally, the evaluation questionnaire will be completed by Committee members during the third quarter, enabling the results to be analyzed, and an evaluation report prepared, for discussion by the Committee in September.

The Committee Chair will collate and analyze the feedback on a confidential basis. An evaluation report that includes a summary of the numerical ratings and highlights of the general comments will be prepared by the Committee Chair for distribution to the Committee. The Committee Chair may receive assistance from the Secretary in the compilation of results and summary of the findings.

With the benefit of the evaluation report, the Committee will then identify specific governance improvement objectives for itself for the coming year. These assigned priorities will then be incorporated into the annual work plans of the relevant Committees and will also be incorporated into the Board's annual macro agenda.

The Committee Chair will report on the outcome of the evaluation process to the Board, particularly any recommended changes to its governance processes, as part of their report to the Board.

5.6 Standing Committees

5.6.1 Audit and Finance Committee

Management is responsible for the preparation, presentation and integrity of the AFNWA financial statements and for maintaining appropriate accounting and financial reporting principles and policies. Primary responsibility for information systems, risk management and internal controls of AFNWA is vested in management and overseen by the Board.

The external auditors are responsible for planning and carrying out, in accordance with professional standards, an audit of the AFNWA annual financial statements.

The Audit and Finance Committee's purpose is to review the adequacy and effectiveness of these activities and to assist the Board in its oversight of:

- The AFNWA's financial affairs, policies and strategies, including its annual and long-term financial plan
- The integrity of the AFNWA financial statements
- The external auditors' qualifications and independence
- The performance of the external auditors
- The adequacy and effectiveness of corporate controls
- Risk management
- The AFNWA's compliance with legal and regulatory requirements

The terms of reference for the Audit and Finance Committee are attached as Appendix D.

5.6.2 Board Executive Committee

The Board Executive Committee assists the Board to:

- Continuously improve the effectiveness and efficiency of the Board's functioning through the adoption of progressive governance policies and practices
- Determine priorities and consider proposals for policies, governance policies and legislative/regulatory amendments
- Consider priorities for the AFNWA through the review of emerging issues and long-term trends
- Provide human resources oversight, including leadership in the annual evaluation and compensation of the CEO
- Consider appropriate levels of stakeholder involvement in relation to policy development/revision and strategic or annual business planning

The terms of reference for the Board Executive Committee are attached as Appendix E.

5.6.3 Environment, Health & Safety Committee

The Environment, Health & Safety Committee assists the Board to:

- Fulfill its role in oversight and governance by reviewing, reporting and making recommendations to the Board on the AFNWA's policies, standards and practices with respect to the environment, occupational health, safety, security, overall business conduct and ethics that reflects the AFNWA's commitment to its stakeholders

The terms of reference for the Environment, Health & Safety Committee are attached as Appendix F.

6 Governance Operations

6.1 Board Meetings

Board meetings shall be held to conduct the business of the Board at the discretion of the Chair.

6.2 Authority to Preside

The Chair presides at all Board meetings and in the Chair's absence the Vice Chair shall preside, and failing the Vice Chair, the Acting Chair shall preside.

6.3 Quorum

The quorum of the Board is the Chair or Vice Chair or designated Acting Chair, and one half of the voting members of the Board.

6.4 Attendance

All Directors are expected to attend all meetings. A Director participating via conference call or via conference platform is deemed present at the meeting. If the Chair requests a Director be physically present at a meeting, then expenses will be reimbursed for attendance at the meeting.

Should a Director be unable to attend, the Director should give prior notice to either the Chair or the Secretary. Any Director who is absent from a regularly scheduled Board meeting without due cause or has failed to give prior notice shall discuss with the Chair the reason for the absence.

6.5 Meeting Conduct

Sufficient time shall be allocated for the meeting as a whole and for individual agenda items to enable all views to be heard and considered before a decision is taken.

Directors, including non-voting ones, shall participate as equals in the discussion and dissenting points of view shall be encouraged for full exploration of an issue. Directors shall participate productively in the discussion within the boundaries of conduct identified within Section 3.4 of this Corporate Governance Manual.

6.6 Motions and Voting

Motions require a mover and a seconder from the voting members of the Board.

Given the nature of the Board, significant emphasis is placed on reaching decisions by consensus. The Director or Vice Chair acting in place of the Chair may only vote in instances of a tie vote. Directors present may only abstain from a vote in a case of a conflict of interest recognized by the Chair regarding the matter before the Board.

The Board has adopted the following decision making process:

The goal is for all Directors to be in agreement (unanimity). Steps:

- Recommendation (framed by staff and/or Committee Chair)
- Proposal framed (motion moved and seconded)
- Further discussion
- Amendments, if any
- Motion as amended
- Testing of the waters to gauge level of support (straw poll)
- Chair declares consensus – Minutes reflect motion carried
- If less than consensus, Chair discretion – keep discussing, table (postpone temporarily) or call for formal vote. Can't continuously table – need to land on a decision
- In case of formal vote – majority rules and Chair breaks a tie
- Minutes reflect motion carried or defeated

6.7 Board Agenda

The Board is responsible for its agenda. Issues will be considered that are within the Board governance roles and responsibilities.

- ▶ The Board Executive Committee shall review for recommendation to the Board the annual agenda outline and meeting schedule constructed by the Chair in consultation with the CEO; the Board macro agenda is attached as Appendix G
- ▶ Agenda items will be scheduled for discussion or decision in keeping with the AFNWA Annual Business Plan
- ▶ The Board approves the meeting agenda at the commencement of each meeting. The minutes of the previous meeting are reviewed and approved. Items requested by members may be added to the agenda with the approval of the Board; such items may be discussed at the meeting introduced or referred to staff for research and/or recommendation
- ▶ The Chair may refer matters to a Standing Committee, if the nature of the agenda item warrants

- ▶ All supporting materials provided by staff shall, where appropriate, be accompanied by a brief executive summary, which generally should not exceed two typewritten pages
- ▶ The Board shall have an *in camera* period at each meeting

At each Board meeting the following standing items will appear on the agenda:

- **Report of the Chair** – highlights any communications, meetings held or actions taken by the Chair between Board meetings; outlines the agenda items for the Board’s consideration at the meeting
- **CEO Report** – informs the Board of significant issues, events or pending matters, internal or external, that may affect its relationship with clients and business partners, or that place at risk the AFNWA’s resources, reputation or achievement of its goals and objectives; the information included may be in support of the Board’s governance role as defined in Section 3.7 or for the information of the Board.
- **Business Arising Items** – information requested by the Board or updates on items presented at previous meetings; the Secretary shall track outstanding requests
- **Reports from Committees** – the Chairs or designates of each Standing Committee shall report on activities of the Committee since the previous Board meeting and bring forward recommendations and any other items for Board’s decision

6.8 **Board Administration**

The Secretary shall be responsible for keeping the minutes of Board and Committee meetings, along with the general administration of the Board. Accordingly, the Secretary:

- provides notification to all Directors of meetings and communications as directed by the Chair or the Committee Chairs;
- attends all Board and Board Committee meetings, *ex officio*;
- records and maintains all official results of the Board and Committees including policy decisions and minutes of all official meetings;
- distributes all agenda material and documents as directed by the Chair or the Committee Chairs;
- organizes logistical support for Board and Committee meetings, Director travel to meetings and conference events; and
- provides other support functions as required from time to time by the Chair and the Board

6.9 **Meeting Material**

The Secretary shall distribute available material relevant to the meeting agenda to all Directors five (5) business days prior to the meeting. Material prepared by AFNWA staff should generally include, where applicable:

- an executive summary no more than two pages;
- background information which may be attached as appendices;
- statistical information including graphical representation where possible;
- jurisdictional comparisons;
- current legislation, regulation and/or policy;
- options for course of action where appropriate; and
- staff recommendations including draft policies where appropriate

6.10 Meeting Frequency and Location

The Board's schedule of regular meetings will be determined by its annual macro agenda (see Appendix G). The Board will meet at a frequency required to discharge its duties, which will generally be at least four (4) times per year.

Each Standing Committee will meet a minimum of four (4) times per year. Committee meetings will generally be scheduled sufficiently in advance of Board meetings to allow for a written report of the Committee's work to be provided to the next scheduled meeting of the Board.

Meetings are usually held in person at the main office of the AFNWA, or such other location as determined by the Board from time to time. Meetings can also be held by teleconference or a hybrid approach, at the discretion of the Chair.

6.11 Meeting Notification

Directors shall receive a schedule of Board and Committee meeting dates for the upcoming year for review before the end of the 4th quarter.

The Chair has the discretion to call a meeting if circumstances arise requiring attention of the Board before the next scheduled meeting. The Chair will instruct the Secretary to send written notification to Directors regarding such meetings endeavoring to give as much notice as possible.

If additional meetings are required for the business of a Committee, the Chair of the Committee shall instruct the Secretary to send written notification to Committee members a minimum of five (5) business days prior to the meeting.

6.12 Minutes of Meetings

The Secretary shall record minutes of all duly constituted Board and Board Committee meetings. The minutes are not intended to be a verbatim transcript of all proceedings but a high-level summary to provide the context for Board's decisions.

The minutes shall record:

- date and location of meeting;
- Board member and staff attendance;
- presenters during the meeting;
- all items of decision including approval of agenda, previous minutes and motions;
- a summary of the discussions noting relevant background information and key points;
- any specific reference, comment or discussion point requested for inclusion by a Director; and
- action items for follow up.

The Chair will inform the Secretary to record any decisions made by the Board or follow up items requested during *in camera* sessions. Committee Chairs shall advise the Secretary of any decisions made during committee *in camera* meetings.

Highlights of Board meetings will be drafted by the Secretary and approved by the Chair for posting to the AFNWA website as soon as practical following the meetings.

6.13 Board Orientation

Each new Director shall receive, as soon as practical upon appointment, an orientation to the Board and the AFNWA. In some instances, a Board meeting is scheduled before a member's official appointment date in which case the member may attend as an observer.

The orientation shall cover:

- the *Canada Not-for-Profit Corporations Act*;
- the AFNWA Finance Policy and Procedures Manual approved by the Board;
- the Corporate Governance Manual;
- Annual Business Plan
- Board Compensation Policy
- introduction to the Chair and other Directors;
- introduction of the CEO and executive management with an overview of their roles and responsibilities;
- an overview of the CEO evaluation process and provision of a copy of the CEO remuneration agreement;
- an overview of the Board structure and process including relevant financial, statistical and operational information; and
- other material as may be deemed appropriate.

Following completion of the orientation, Directors shall sign an acknowledgement that they have received and understood the Corporate Governance Manual.

New Directors may be assigned a 'Peer Mentor' by the Chair. The Peer Mentor serves as a resource and sounding board for new Directors, helps new Directors become more comfortable and confident in carrying out their new responsibilities and helps to introduce them to the issues and work of the Board. Mentoring partners may meet in person and/or virtually prior to and after each meeting during the first year of their term.

6.14 Ongoing Board Education

The Board recognizes the importance of providing on-going development and education for its members on water and wastewater utility issues as well as governance roles and responsibilities. The first component is an orientation of new Directors as noted in Section 6.13 of this manual.

To facilitate ongoing education, the AFNWA is a member of several organizations that provide educational venues in the form of training or conferences:

- *Institute of Corporate Directors* (ICD) www.icd.ca/
- *Atlantic Canada Water and Wastewater Association*
- *Canadian Water and Wastewater Association*

Website addresses are provided for the convenience of Directors who may wish to review the events offered by these organizations. As well, the CEO and COO will advise Directors of relevant developmental and educational events as information becomes available.

Yearly Director attendance and budget formulation will take the following guidelines into consideration:

1. *Individual assessment of development needs* - Directors complete a self-assessment of the knowledge and skills required to fulfill their role as Directors, as part of a competency assessment process. Individual development needs are reviewed annually with the Chair and Vice Chair to identify appropriate development opportunities for members during the upcoming year.
2. *Participation on Committees* – Members of Board Committees may require specific training on topics relevant to the work of the Committee. The Committee Chair, CEO or the COO will advise Committee members of relevant education opportunities as information becomes available.
3. Except in extraordinary circumstances, no member would attend *more than* two conferences, courses or colleges outside Atlantic Canada in a year. This does not include the governance sessions or other training sessions that the Chair deems appropriate for the development of a member.

Subject to the above guidelines, Directors may attend other conferences or other focused relevant education that, in the judgement of the Chair, are appropriate. In

consideration of the budget, where courses or conferences are offered at multiple locations, attendance at locations in-province or in-country will be arranged where possible. Directors are encouraged to bring lessons learned from conferences/education sessions back to the Board for discussion.

6.15 Remuneration and Expenses

Directors shall be paid a fee approved by the Board in accordance with the Board Compensation Policy.

Directors will be entitled to the reimbursement of expenses directly related to serving as a Director of the AFNWA. Travel expenses for meals, mileage and miscellaneous expenses shall be reimbursed in accordance with the policy on travel expenses.

The Chair will review and authorize Board claims for expenses incurred by Directors in accordance with this policy. The Chair of the Audit and Finance Committee shall authorize expenses of the Chair, or the Vice Chair if acting in the capacity as Chair.

6.16 Board Evaluation

The Board has established a process to evaluate its performance on an annual basis. The purpose of the annual board evaluation is to help the Board continuously improve its effectiveness and efficiency. The most important part of the process is the goal-setting for the next year, based on a realistic assessment of the Board's strengths and opportunities for improvement.

The Board, as well as the CEO, and the COO, will use an evaluation questionnaire (see Appendix H attached) for its annual evaluation process. It will be distributed to Directors using an online survey tool that enables easier analysis of the results. Normally, the evaluation questionnaire will be completed by Directors annually, enabling the results to be analyzed and an evaluation report prepared for discussion by the Board.

The Board Chair will collate and analyze the feedback on a confidential basis. An evaluation report that includes a summary of the numerical ratings and highlights of the general comments will be prepared by the Chair for distribution to the Board. The Chair may receive assistance from the Secretary in the compilation of results and summary of the findings.

With the benefit of the evaluation report, the Board will then identify specific governance improvement objectives for itself for the coming year. Each objective will be assigned to a specific Board Committee or officer with an indication of when the Board will consider a recommendation relating to that objective. These assigned priorities will then be incorporated into the annual work plans of the relevant committees and will also be incorporated into the Board's annual macro agenda.

The Board will report on the outcome of the Board evaluation process, particularly any changes to its governance processes, as part of the meeting highlights that are published to the AFNWA's website.

6.17 Competency Assessment

The Board has established an annual competency assessment process to evaluate the individual competencies of Directors. The purpose of the annual competency assessment process is to help the Board continuously improve the knowledge, skills and experience to effectively fulfill their roles and responsibilities as members of the Board.

The Board will use a competency assessment questionnaire (see Appendix I attached) for its annual assessment process. The survey will be distributed to Directors for self-assessment either in print or electronically in the fourth quarter each year. The Board Chair and Vice Chair will analyze the self-assessment results on a confidential basis, validate the ratings and if necessary, meet with Directors individually to discuss the results. The Secretary will be responsible for coordinating the assessment process.

Based on the results of the competency assessments, the Chair and the Vice Chair will work with Directors to identify specific education and development needs for the upcoming year, consistent with Section 6.14.

7 Dispute Resolution

7.1 Dispute Resolution

Any dispute arising between the Board, First Nation members, and/or AFNWA will be resolved by mediation. The parties will cooperate with one another in selecting a neutral mediator and scheduling the mediation proceedings.

Appendix A – Glossary of Terms

Act – The *Canada Not-for-Profit Corporation Act* (S.C. 2009, c. 23).

AFNWA – Atlantic First Nations Water Authority Inc.

Board Executive – The Chair and Vice Chair of the Board

Board of Directors – Not more than fifteen (15) Directors, which shall include twelve (12) representatives from First Nations communities, three (3) technical experts, a Chair and a Vice Chair

CEO – Chief Executive Officer of the AFNWA appointed by the Board of Directors

Chair – Chair of the Board appointed by the Owners

Chiefs – Leader of a First Nations Band

COO – Chief Operating Officer of the AFNWA

Committee – Consisting of the members of the Board mandated to carry out specified functions, programs, or projects assigned by the Board

Committee Chair – Director appointed by the Chair to chair a Committee of the Board

Elder – An individual who is recognized for having attained a high degree of understanding of First Nation, Métis, or Inuit history, traditional teachings, ceremonies, and healing practices.

Elder Advisory Committee – an *ex officio* advisory committee through which Elders will provide advice to the Board, comprised of five (5) Elders selected by the Owners.

Owners- First Nations Bands that have passed formal Band Council Resolutions to become members of the AFNWA

Secretary – An officer of the ANFWA responsible for keeping the minutes of Board and Committee meetings and general administration of the Board

Standing Committee – Permanent Committees established to support the Board in fulfilling its key stewardship responsibilities. Currently consisting of the Audit and Finance Committee, the Board Executive Committee, and the Environment, Health & Safety Committee

Vice Chair – Vice Chair of the Board appointed by the Board of Directors

Appendix B – Roles Analysis- Board and CEO

Responsibility: Mission, Vision, and Strategic Goals	
<ul style="list-style-type: none"> ▶ Approve, affirm (as part of the regular business planning process) and continually support the Mission, Vision and Strategic Goals of the AFNWA ▶ Ensure that the organization’s values are clearly stated, widely shared and provide a framework for decision-making throughout the AFNWA ▶ E.g. Code of Conduct and Conflict of Interest policies in place to support the values 	
<i>Roles of the Board</i>	<i>Roles of the CEO</i>
Policy-Making: <ul style="list-style-type: none"> ▶ Approve the AFNWA’s Mission and Strategic Goals, developed through a collaborative process ▶ Endorse the AFNWA’s values 	Policy-Making: <ul style="list-style-type: none"> ▶ Work with the Board to develop and recommend the Mission, Vision and Strategic Goals for approval by the Board
Decision-Making: <ul style="list-style-type: none"> ▶ Ensure decisions are consistent with Mission, Vision and Strategic Goals ▶ Model the values of the AFNWA in conducting Board business 	Decision-Making: <ul style="list-style-type: none"> ▶ Ensure decisions are consistent with Mission, Vision and Strategic Goals ▶ Model the values and related expectations for employees
Monitoring: <ul style="list-style-type: none"> ▶ Receive and consider the following information: <ul style="list-style-type: none"> • Summary of staff surveys (annual) • Annual summary of positive and negative feedback (trends); implications to the organization, if any • Critical evaluation by CEO of progress against strategic plan • Ongoing sharing of community feedback with CEO, as appropriate 	Monitoring: <ul style="list-style-type: none"> ▶ Critical evaluation of progress against strategic plan ▶ Staff surveys and culture assessments ▶ Formal complaint process ▶ Ongoing informal feedback (positive and negative)

Responsibility: Policy Development <ul style="list-style-type: none"> ▶ Approve a process for the development and periodic review of policies for the AFNWA ▶ Determine and approve policies* of the organization ▶ Approve governance policies in areas relating to the Board’s stewardship responsibilities ▶ Delegate operational policy development and approval to the CEO ▶ Ensure that systems are in place to: (a) identify the need for policies: (b) review and monitor the

effectiveness of AFNWA policies; and (c) report on compliance with AFNWA policies	
▶ Approve entering into agreements with the Government of Canada	
<i>Roles of the Board</i>	<i>Roles of the CEO</i>
Policy-Making: ▶ Approve a process* for developing policies for the organization	Policy-Making: ▶ Create the process* for developing policies, for Board approval ▶ Recommend policies for the consideration of the Board ▶ Advise the Board on issues arising from legislation and regulations and recommend changes for the consideration of the Board ▶ Recommend inter-jurisdictional agreements for Board approval
Decision-Making: ▶ Approve policies ▶ Approve entering into inter-jurisdictional agreements	Decision-Making: ▶ Implement the approved policies ▶ Implement inter-jurisdictional agreements
Monitoring: ▶ Receive annual report from CEO re statutory compliance ▶ Exception reporting through CEO Reports at Board meetings of any significant actual or anticipated non-compliance with any legal or regulatory requirement, any Board policy or inter-jurisdictional agreement	Monitoring: ▶ Regular monitoring of legal and regulatory requirements, policies and inter-jurisdictional agreement implementation and compliance

* The involvement (“touch points”) of the Board in the policy process will be defined in the description of that process to be created by the CEO and approved by the Board.

<p>Responsibility: Strategic Plans & Corporate Performance</p> <ul style="list-style-type: none"> ▶ Provide strategic direction in the development, and final approval of the Strategic Plan for the AFNWA ▶ Contribute to and support the AFNWA Strategic Plan ▶ Approve the Annual Business Plan, ensuring alignment between the AFNWA Strategic Plan and the Annual Business Plan ▶ Approve the process for strategic planning and annual business planning (e.g. including touch points with Board, how consultative process will be, etc.) ▶ Monitor the performance of the AFNWA against its plan(s) through a performance measurement
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<p>system that is linked to the strategic plan</p> <ul style="list-style-type: none"> ▶ Review results of external reviews of the AFNWA and monitor appropriate follow-up plans 	
<i>Roles of the Board</i>	<i>Roles of the CEO</i>
<p>Policy-Making:</p> <ul style="list-style-type: none"> ▶ Approve a process for developing a strategic and annual business plan 	<p>Policy-Making:</p> <ul style="list-style-type: none"> ▶ Develop the process for strategic and annual business planning for Board approval ▶ Leadership role in development of strategic and annual business plan ▶ Recommend balanced scorecard measures and targets, for Board approval ▶ Develop a performance management and monitoring system
<p>Decision-Making:</p> <ul style="list-style-type: none"> ▶ Approve the Strategic Plan ▶ Approve the Annual Business Plan prepared by the CEO ▶ Approve balanced scorecard measures and targets as part of the annual and long-term business plans 	<p>Decision-Making:</p> <ul style="list-style-type: none"> ▶ Implement the approved plans
<p>Monitoring:</p> <ul style="list-style-type: none"> ▶ Annual critical evaluation of progress against Strategic Plan by the CEO ▶ Quarterly progress updates vis-à-vis Annual Business Plan, by CEO ▶ Quarterly performance reports from the CEO relative to balanced scorecard targets ▶ Exception reporting through CEO reports at Board meetings 	<p>Monitoring:</p> <ul style="list-style-type: none"> ▶ Regular evaluation of progress against Strategic Plan ▶ Quarterly reporting to Board on Annual Business Plan progress ▶ Monthly monitoring with executive team ▶ Performance relative to balanced scorecard and operational targets- monthly, quarterly or annual review as appropriate

<p>Responsibility: Relationship with Chief Executive Officer</p> <ul style="list-style-type: none"> ▶ Appoint and fix duties and remuneration of a Chief Executive Officer ▶ Respect and ensure good clarity in the distinct roles of the Board and the CEO ▶ Monitor and annually evaluate the CEO's performance in relation to performance expectations agreed upon by the Board and the CEO ▶ Support and encourage the CEO's participation in professional development opportunities on an ongoing basis

<i>Roles of the Board</i>	<i>Roles of the CEO</i>
Policy-Making: <ul style="list-style-type: none"> ▶ Approve process guidelines for recruitment and selection of CEO ▶ Develop and approve annual CEO performance objectives and evaluation process ▶ Develop and approve a compensation policy/philosophy re CEO 	Policy-Making: <ul style="list-style-type: none"> ▶ Involvement in the development of the Board-approved processes ▶ Contribute to the Board’s development of a succession plan for CEO
Decision-Making: <ul style="list-style-type: none"> ▶ Appoint/terminate the CEO ▶ Determine the annual performance rating and performance objectives for the CEO ▶ Decide compensation level for CEO ▶ Develop and approve succession plan for CEO 	Decision-Making: <ul style="list-style-type: none"> ▶ Significant role in defining CEO’s annual performance objectives, for Board approval
Monitoring: <ul style="list-style-type: none"> ▶ Annual CEO performance evaluation process ▶ Ongoing informal evaluation through CEO interactions/reports 	Monitoring: <ul style="list-style-type: none"> ▶ Ongoing tracking and demonstrating progress vis-à-vis established goals ▶ Input into performance evaluation through self-evaluation

Responsibility: Financial Oversight

- ▶ Consider and approve the Annual Business Plan and comprehensive budget for the AFNWA; ensure that these are aligned with the AFNWA Strategic Plan
- ▶ Receive and review financial statements on a quarterly basis
- ▶ Appoint an external auditor
- ▶ Approve annual audited financial statements
- ▶ Review and approve material transactions as required in policies
- ▶ Approve the organization’s:
 - (a) financial policies and
 - (b) procurement policies
- ▶ Provide high level stewardship over the resources of the AFNWA in order to ensure the long-term sustainability of the AFNWA

<i>Roles of the Board</i>	<i>Roles of the CEO</i>
Policy-Making: <ul style="list-style-type: none"> ▶ Approve financial and procurement 	Policy-Making: <ul style="list-style-type: none"> ▶ Develop financial and procurement policies for

policies (including budgeting policy, borrowing approvals, procurement policies, compliance reporting, etc.)	the Board's approval
Decision-Making: <ul style="list-style-type: none"> ▶ Approve operating and capital budgets and amendments thereto ▶ Approve borrowing/line of credit ▶ Approve the annual audited financial statements ▶ Approve the appointment of the external auditor 	Decision-Making: <ul style="list-style-type: none"> ▶ Manage the approved budgets to ensure that administrative activity takes place within the approved level of expenditures ▶ Ability to draw on line of credit to cover cash shortfalls in accordance with policy
Monitoring: <ul style="list-style-type: none"> ▶ Review the quarterly financial statements accompanied by a compliance certificate from the CFO ▶ Annual audited financial statements ▶ Quarterly financial report (budget year to date with variance analysis) to Audit and Finance Committee 	Monitoring: <ul style="list-style-type: none"> ▶ Quarterly review of the AFNWA's finances, and compliance with procurement policy ▶ Ongoing monitoring of the AFNWA's finances ▶ External audit process

Responsibility: Risk Management Oversight <ul style="list-style-type: none"> ▶ Understand the principal risks facing the organization and receive and consider an annual review of enterprise risk assessment ▶ Ensure, through the CEO, that there are systems in place to mitigate/manage those risks and monitor the effectiveness of those systems 	
<i>Roles of the Board</i>	<i>Roles of the CEO</i>
Policy-Making: <ul style="list-style-type: none"> ▶ Approve a risk management framework (i.e. categories of potential risk) ▶ Be aware of organization's risk management process ▶ Understand the internal controls that are in place within the organization 	Policy-Making: <ul style="list-style-type: none"> ▶ Develop the risk management framework for Board approval ▶ Develop a risk management system ▶ Identify, assess and adopt appropriate processes to minimize risks facing the organization ▶ Ensure that appropriate internal controls and management information systems in place
Decision-Making: <ul style="list-style-type: none"> ▶ Determine the overall risk tolerance of 	Decision-Making: <ul style="list-style-type: none"> ▶ All decisions relating to implementation of risk

the organization (through approval of Annual Business Plan)	<p>management processes/systems</p> <ul style="list-style-type: none"> ▶ Implementation of appropriate internal controls ▶ Discretion to resolve any incidents or complaints
<p>Monitoring:</p> <ul style="list-style-type: none"> ▶ Annual enterprise risk assessment ▶ Timely reports from CEO of any issues, events or pending matters that may affect the Board’s relationship with its clients and business partners, or which place at risk the AFNWA’s resources, reputation or achievement of its goals and objectives ▶ Review of annual management letter from external auditors re sufficiency of internal controls 	<p>Monitoring:</p> <ul style="list-style-type: none"> ▶ Ongoing monitoring of safety and risks ▶ Report to the Board as required ▶ Ensure remittance of statutory deductions ▶ Monitoring of adherence to internal controls

<p>Responsibility: Human Resources Oversight</p> <ul style="list-style-type: none"> ▶ Ensure, through the CEO, that the AFNWA develops and maintains a long-term, comprehensive, human resource plan ▶ Ensure that policies and systems are in place to foster a work environment that attracts, develops and retains talented First Nations employees and other employees ▶ Ensure that a succession plan is in place for the CEO’s position and that the CEO, in turn, has a succession plan in place for senior leadership and other key positions within the AFNWA 	
Roles of the Board	Roles of the CEO
<p>Policy-Making:</p> <ul style="list-style-type: none"> ▶ Approve high-level principles for HR 	<p>Policy-Making:</p> <ul style="list-style-type: none"> ▶ Develop and recommend principles and guidelines for human resource policies ▶ Develop a long-term, comprehensive HR plan and HR policies consistent with principles and guidelines recommended by the Board
<p>Decision-Making:</p>	<p>Decision-Making:</p> <ul style="list-style-type: none"> ▶ Establish organizational and management structure to implement the corporate plan approved by the Board ▶ Provide leadership to the organization in terms of teamwork, ethical conduct, honesty, integrity, and commitment to

	<p>performance excellence</p> <ul style="list-style-type: none"> ▶ Ensure the appointment of competent and motivated staff ▶ Appoint Senior Managers ▶ Monitor and evaluate members of executive management and inform the Board of any disciplinary action or severance of the employment relationship of executive management ▶ Develop the succession plan for senior leadership and other key positions
<p>Monitoring:</p> <ul style="list-style-type: none"> ▶ Receipt of quarterly reports on staff programs for health, safety and wellness ▶ Awareness, through the CEO, of changes to senior management structure ▶ Sharing of organizational succession plan by CEO ▶ Annual highlights of long-term HR strategy through the CEO 	<p>Monitoring:</p> <ul style="list-style-type: none"> ▶ Prepare quarterly reports on health, safety and wellness ▶ Direct observation of leadership potential ▶ Systematic performance management/leadership talent review system

<p>Responsibility: Communications, Stakeholder Relations, Advocacy and Accountability</p> <ul style="list-style-type: none"> ▶ Ensure that the AFNWA has policies and systems in place to: <ul style="list-style-type: none"> ○ protect and continuously enhance the AFNWA brand and reputation ○ maintain strong and effective relations with all stakeholders, including clients, service providers, employees and First Nations communities ○ promote the principles of open and transparent dialogue and discussion with our stakeholders ○ advocate on behalf of the AFNWA and its strategic priorities ○ appropriately receive and address stakeholder concerns/complaints ○ demonstrate accountability to its Owners ○ monitor the effectiveness of the AFNWA stakeholder relations and advocacy ▶ At least annually, report to our stakeholders on the organization’s progress towards all plans (strategic, financial, advocacy, etc.) ▶ Ensure that the organization has a communications plan in place that aligns with its annual business plan and that fosters open, honest and accountable communications with stakeholders 	
Roles of the Board	Roles of the CEO
Policy-Making:	Policy-Making:

	<ul style="list-style-type: none"> ▶ Develop a corporate communications strategy ▶ Develop a stakeholder relations strategy
<p>Decision-Making:</p> <ul style="list-style-type: none"> ▶ Approve Annual Report 	<p>Decision-Making:</p> <ul style="list-style-type: none"> ▶ In accordance with communications strategy, represent the organization to outside parties and organizations to promote a credible corporate image ▶ Develop Annual Report for Board Approval
<p>Monitoring:</p> <ul style="list-style-type: none"> ▶ Participate in annual general meeting and other meetings with Owners and stakeholders ▶ Review annual communications and stakeholder relations plan(s) (for information only) ▶ Receive information on the evaluation of our stakeholder relations/communications ▶ Ongoing feedback to the CEO or the Chair 	<p>Monitoring:</p> <ul style="list-style-type: none"> ▶ Ongoing informal feedback ▶ Media scan ▶ Design and implement systems to evaluate effectiveness of stakeholder relations and communications

<p>Responsibility: Board Governance</p> <ul style="list-style-type: none"> ▶ Contribute to the appointment process for new Directors, the Board Chair and Vice Chair ▶ Ensure that Directors have a thorough initial orientation followed by ongoing opportunities to increase their capabilities as Directors of the AFNWA ▶ Annually establish goals for the work of the Board and organize/adapt the Board committees and meeting agendas to accomplish these goals ▶ Approve the structure and terms of reference of Board Committees ▶ Annually evaluate the performance of the Board, its Chair and its Committees ▶ Foster an effective relationship with the CEO and recognize the distinct roles ▶ Review Governance Policies and Board practices in the context of evolving standards of governance ▶ Ensure that a process is in place to identify and resolve conflicts of interests on the part of Directors 	
Roles of the Board	Roles of the CEO
<p>Policy-Making:</p> <ul style="list-style-type: none"> ▶ Approve annual evaluation process ▶ Approve governance policies ▶ Approve structure and terms of reference 	<p>Policy-Making:</p> <ul style="list-style-type: none"> ▶ Assist the Board in its policy development efforts ▶ Facilitate access to professional development

<p>of Board Committees</p> <ul style="list-style-type: none"> ▶ Approve macro (12-24 month) agenda 	<p>opportunities</p> <ul style="list-style-type: none"> ▶ Distribute information on governance trends and best practices ▶ Input into Board evaluation
<p>Decision-Making:</p> <ul style="list-style-type: none"> ▶ Corrective/disciplinary action vis-à-vis Directors ▶ Appoint Committee Chairs and members (delegated to Chair) 	<p>Decision-Making:</p> <ul style="list-style-type: none"> ▶ Adhere to practices of good corporate governance as identified in corporate governance policies
<p>Monitoring:</p> <ul style="list-style-type: none"> ▶ Annual Board evaluation ▶ Meeting evaluations ▶ Ongoing monitoring of the relationship between the Board and the organization by the Board Chair 	<p>Monitoring:</p> <ul style="list-style-type: none"> ▶ Maintain open, honest and effective communications with the Chair and the Board ▶ Discuss concerns, if any, regarding governance/management roles with Board Chair

Appendix C – AFNWA Committee Evaluation

Introduction

The purpose of the committee evaluation is to foster continuous improvement in the effectiveness and efficiency of the Board's Standing Committees. It provides an opportunity to celebrate existing strengths and identify areas of potential improvement. Feedback will be summarized on a non-attribution basis.

	Level of Performance							Unsure
	Excellent	Good	Fair	Poor				
1. The Committee is effective in carrying out its roles and responsibilities as outlined in its terms of reference.	7	6	5	4	3	2	1	Unsure
<i>Please identify the most important role and responsibility of the committee.</i>								
2. The Committee receives adequate material in advance of committee meetings, in sufficient time and detail to permit members to effectively consider issues to be dealt with and make effective decisions.	7	6	5	4	3	2	1	Unsure
<i>Any comments on the timeliness or content of material provided to the Committee?</i>								
3. The Committee is spending their time focused on the right issues.	7	6	5	4	3	2	1	Unsure
<i>What are the most important issues or topics the Committee should spend its time on?</i>								
4. As a Committee, we have a good understanding of the risks subject to our oversight.	7	6	5	4	3	2	1	Unsure
<i>Any comment on these risks?</i>								

5. The Committee has established and follows a Committee work plan, and is flexible in making adjustments as new issues emerge. 7 6 5 4 3 2 1 Unsure

Please comment on any recommended enhancements to the Committee's annual work plan:

6. The Committee has the expertise and training required to be effective in fulfilling their role. 7 6 5 4 3 2 1 Unsure

Please comment on possible improvements to training and development opportunities for Committee members:

7. The Committee has the information it needs to make informed decisions. 7 6 5 4 3 2 1 Unsure

Please comment on the quality and/or timeliness of the information the Committee receives to make its decisions:

8. There is sufficient management support and external advice/resources available to the Committee to conduct effective meetings and to make good, timely decisions. 7 6 5 4 3 2 1 Unsure

Any Comments regarding management or external advice provided?

9. The length, frequency and location of Committee meetings is sufficient. 7 6 5 4 3 2 1 Unsure

Any comments on the length, frequency and location of Committee meetings?

10. What suggestions do you have about how to improve the Committee's effectiveness?

11. The Committee Chair keeps the meeting focused, keeps us on track and on time, encourages participation and maintains effective meeting discipline. 7 6 5 4 3 2 1 Unsure

Any comments on how effectively the Committee Chair manages meetings?

12. The Committee Chair demonstrates leadership and effectively manages the affairs of the Committee.

7 6 5 4 3 2 1 Unsure

Any comments on the Committee Chair's leadership in managing the affairs of the Committee?

13. The Committee Chair's greatest strengths are:

14. What suggestions, if any, do you have about how the Committee Chair might improve his or her performance?

Appendix D – Audit and Finance Committee Terms of Reference

Specific Responsibilities

The Board delegates the following roles and responsibilities to the Audit and Finance Committee:

(a) Financial Statements

Delegated Committee Role	Responsibilities
<i>Review and recommend to the Board</i>	<ol style="list-style-type: none"> 1. Receipt and review of quarterly financial statements from the CFO and approval of annual audited financial statements 2. Approval of the financial content of the Annual Report 3. The appropriateness of accounting policies and financial reporting practices used by the AFNWA 4. Any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the AFNWA 5. Appropriate resolution of all major financial issues 6. Approval of annual business plans developed by management, including balanced scorecard measures and targets 7. Approval of operating and capital budgets and amendments thereto
<i>Decide/approve and report to the Board</i>	<ol style="list-style-type: none"> 8. Changes in financial and accounting disclosures to be adopted by the AFNWA; report same to the Board
<i>Monitor and report highlights to the Board</i>	<ol style="list-style-type: none"> 9. Quarterly and annual financial performance of the AFNWA (budget year to date with variance analysis) including: <ul style="list-style-type: none"> • Quarterly reporting on operations with the level of actual to budget variance by functional area including an explanation of variances greater than 5% of the budget for the functional area • Quarterly reporting on the level of actual to budget details of approved capital projects • Annual carry forward of project budgets if required including details on unused amounts, reasons for

carry-forwards and how amounts will be spent

10. Public reports on published financial statements (to the extent such releases discuss the financial position or operating results) for consistency of disclosure with the financial statements themselves
11. Key estimates and judgments of Management that may be material to the financial reporting of the AFNWA
12. New or pending developments in accounting and reporting standards that may affect the AFNWA

(b) Internal Controls and Risk Oversight Management

Delegated Committee Role	Responsibilities
<i>Review and recommend to the Board</i>	13. Review and recommend to the Board the approval of an enterprise risk management framework
<i>Monitor and report highlights to the Board</i>	14. Monitor and report to the Board on the effectiveness of the AFNWA enterprise risk management system through an annual risk assessment review 15. Monitor and report to the Board on the adequacy and effectiveness of the AFNWA internal control system and information systems through quarterly reports from the CFO 16. Reports from the CEO on any issues, events or pending matters that may affect the AFNWA's relationship with its clients and business partners, or which place at risk the organization's resources, reputation or achievement of its goals and objectives; report on these to the Board as the Committee considers appropriate 17. Annual overview and discussion of the inventory of AFNWA plans in place to address emergency response/business continuity issues

(c) External Audit

Delegated Committee Role	Responsibilities
<i>Review and recommend to the Board</i>	18. The appointment of an external auditor
<i>Decide/approve and report to the Board</i>	19. The terms of the annual external audit engagement plan, including but not limited to the following: <ul style="list-style-type: none">(iii) engagement letter(iv) objectives and scope of the external audit work(v) materiality limit set by external auditors(vi) areas of audit risk(vii) staffing, and in particular, the lead audit partner and the audit partner responsible for reviewing the audit, including partner rotation(viii) timetable, and proposed fees 20. In advance, where the estimated fee for such services is greater than \$10,000, the non-audit services to be provided by the external auditor's firm or its affiliates (including the estimated fees) in accordance with a policy established by Management and approved by the Audit and Finance Committee, consider the impact on the independence of the external audit work and receive an annual report thereon from Management
<i>Monitor and report highlights to the Board</i>	21. Assess the performance and independence of the external auditor
	22. The work of the external auditor
	23. The plan, conduct and reporting of the annual external audit, including but not limited to the following: <ul style="list-style-type: none">• any difficulties encountered, or restriction imposed by Management, during the annual audit;• any significant accounting policies or financial reporting issues, alternative Accounting Standards for Not-For-Profit Organizations

(ASNPO) methods discussed with Management, ramifications and external auditors' preferred alternative, and any other material written communications with Management;

- the external auditor's evaluation of the AFNWA system of internal controls, procedures and documentation;
- the post audit or management letter containing any findings or recommendations of the external auditor including Management's response thereto and the subsequent follow-up to any identified internal control weaknesses;
- any significant disagreements between management and the external auditor with regard to financial reporting;
- any other matters that the external auditor brings to the attention of the Audit and Finance Committee; and
- any issues relating to review or appointment of external auditors

24. Direct and open communication among the Audit and Finance Committee and the external auditor.

(d) Compliance and Other Oversight

Delegated Committee Role	Responsibilities
<i>Monitor and report to the Board</i>	<p>25. Annually review the AFNWA insurance coverage of significant business risks and uncertainties</p> <p>26. Annual report from the CEO of any litigation matters that could significantly affect the financial statements</p> <p>27. Exception reports from the CEO regarding any significant actual or anticipated non-compliance with any legal or regulatory requirements, or inter-jurisdictional agreement</p> <p>28. Quarterly Management Representations on regular, statutory reporting requirements</p> <p>29. Responses by Management to material information requests from government or regulatory authorities</p> <p>30. Receive annual report of expenses of Board and senior management</p>

31. Receive annual audit report of expenses of Board and senior management.

(e) Other Duties

The Audit and Finance Committee will investigate (or cause an investigation to be undertaken) and recommend a resolution to the Board of any issues or concerns referred to it by the Board Executive (as the point of entry for any complaints or concerns) arising from complaints under the AFNWA Code of Conduct that may relate to a breakdown of financial disclosure controls or internal controls over financial reporting. Depending upon the nature of the complaint, the Committee may delegate the investigation and resolution of the complaint to Senior Management.

The Committee will also carry out such other duties as may be determined from time to time by resolution of the Board.

Committee Functioning

The Audit and Finance Committee will have access to Management and AFNWA documents as required/appropriate. It will also be provided with the resources necessary to carry out its responsibilities. The Audit and Finance Committee may engage independent counsel and other advisors, and set and pay the compensation for any advisors so engaged.

In co-ordination with the Board Executive Committee, the Committee shall annually review and assess the adequacy of its mandate in relation to evolving best practices and evaluate its effectiveness in fulfilling its mandate.

The Audit and Finance Committee may establish a subcommittee to review any matters deemed appropriate by the Committee Chair. The subcommittee will provide its recommendation to the Audit and Finance Committee.

The secretary to the Committee shall be the Secretary and is responsible for:

- Ensuring that minutes are prepared recording decisions, recommendations and general discussion of the Committee
- Ensuring that decisions and recommendations of the Committee are forwarded to the Board for its next meeting
- Compiling and distributing the agenda of Committee meetings at least five (5) days prior to the Committee meetings, and
- Ensuring that action points identified are carried out.

Membership

The Board Chair appoints Directors to committees. The Audit and Finance Committee will consist of three (3) Directors, one of whom shall be appointed as Chair of the Committee by the Board Chair. The Board Chair will not be a member of the Audit and Finance Committee.

All members of the Audit and Finance Committee shall meet the standard of financial literacy, which entails the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the AFNWA financial statements. Committee members shall exercise the care, diligence and skill that a person of ordinary prudence would exercise in dealing with the property of another person and shall use all relevant knowledge and skill that the member possesses.

All committee members shall be independent of management of the AFNWA. At least one committee member shall have accounting or financial management expertise.

Ex officio, non-voting members of the Audit and Finance Committee include: Chief Executive Officer, Chief Financial Officer and Secretary.

Any Director who is a member of the Audit and Finance Committee serves at the pleasure of the Board Chair.

From time to time, additional non-voting resources may be added to the Committee by the Board Chair where considered necessary to enable the Committee to fulfill its mandate.

Meetings

The Audit and Finance Committee shall meet at least four (4) times per year, with additional meetings at the call of the Committee Chair, or as directed by the Board. The AFNWA external auditor, or any two members of the Audit and Finance Committee, may call a special meeting of the Audit and Finance Committee by contacting the Committee Chair.

The agenda will normally be set by the Committee Chair based upon the Committee's work plan and annual objectives. Committee members or the Board Chair may also suggest agenda items to the Committee Chair. The agenda and background material for meetings will be delivered to members at least five (5) days prior to the Committee meeting.

The Audit and Finance Committee will have separate private meetings with the external auditors, Management or any other persons to discuss any matters that the Committee or these groups believe should be discussed.

The external auditor shall attend meetings of the Audit and Finance Committee if either has requested the opportunity to do so or has been requested to do so by an Audit and Finance Committee member. The external auditors may be invited to make presentations to the Audit and Finance Committee, as appropriate.

Quorum & Decision Making

A quorum for the transaction of business at a meeting of the Committee will be a majority of Directors appointed to the Committee.

The Committee will attempt to reach consensus on recommendations to the Board on decisions delegated to the Committee. In exceptional circumstances, where consensus does not appear to be possible, the Committee may refer the matter directly to the Board without a recommendation.

Accountability and Reporting to the Board

The Chair of the Committee will prepare written reports for the Board on the work of the Committee and will be guided in the preparation of these reports by a reporting template for Committees.

Committee Objectives, Annual Work Plan and Timetable

In consultation with the Board Chair, the Committee will formulate annual objectives for the Audit and Finance Committee for each year and review progress against them at least annually.

The Committee will annually establish a work plan for its scheduled committee meetings, which plan will include any specific priorities assigned to the Committee by the Board. The attached table sets out the basic work plan to be used as a starting point each year.

Audit and Finance Committee Agenda Item	Q1	Q2	Q3	Q4
Financial Statements <ul style="list-style-type: none"> Reviews external audited annual financial statements and recommends to the Board. 	X			
<ul style="list-style-type: none"> Recommends unaudited quarterly financial statements, including public reports on financial statements for consistency of disclosure with financial statements. 	X	X	X	X
<ul style="list-style-type: none"> Reviews quarterly and annual 	X	X	X	X

financial performance of the AFNWA and reports highlights to the Board.				
<ul style="list-style-type: none"> Approves financial content of the Annual Report. 	X			
<ul style="list-style-type: none"> Receive mid-year and annual report from the external actuary to understand the valuation of the organization's liabilities. 	X			
Corporate Plan and Budget				
<ul style="list-style-type: none"> Reviews and recommends Annual Business Plan, including balanced scorecard measures and targets. 			X	
<ul style="list-style-type: none"> Reviews and recommends operating and capital budgets. 			X	
Internal Controls and Risk Oversight				
<ul style="list-style-type: none"> Monitors and reports to the Board on the effectiveness of the enterprise risk management system. 				X
<ul style="list-style-type: none"> Reviews and discusses inventory of plans in place to address emergency response/business continuity issues and reports highlights to the Board. 		X		
External Auditors				
<ul style="list-style-type: none"> Approves terms of yearly engagement letter. 				X
<ul style="list-style-type: none"> Monitors and reports to the Board on the plan, conduct and reporting of the annual external audit. 	X			
<ul style="list-style-type: none"> Annual <i>in camera</i> meeting with External Auditor. 	X			
Compliance and Other Oversight				
<ul style="list-style-type: none"> Recommends quarterly reports on goods and services procurement and statutory employer remittances. 	X	X	X	X
<ul style="list-style-type: none"> Receives annual report from the CEO of any litigation matters that could significantly affect the financial statements. 	X			

<ul style="list-style-type: none"> Receives annual report of expenses of Executive Committee and Board 	X			
<ul style="list-style-type: none"> Receives annual audit report of expenses of Board, senior management and employees 				X
<ul style="list-style-type: none"> Receives results of annual Committee evaluation process 			X	

Appendix E – Board Executive Committee Terms of Reference

Specific Responsibilities

The Board delegates the following roles and responsibilities to the Board Executive Committee, comprised of the Board Chair and Vice-Chair:

Delegated Committee Role	Responsibilities
<i>Review and recommend to the Board</i>	<ol style="list-style-type: none"> 1. Approval of/revisions to governance policies, including the Board’s Code of Conduct and Conflict of Interest policies. 2. Approval of a process for developing policies for the organization 3. Approval of new/amended policies 4. Approval of process guidelines for the recruitment/selection of a CEO 5. Approval of annual CEO performance objectives and evaluation process 6. Approval of annual performance rating and performance objectives for the CEO 7. Approval of compensation policy/philosophy re CEO 8. Approval of annual compensation level for the CEO 9. Approval of high level human resources principles for the organization 10. Approval of an annual board evaluation process 11. Approval of a structure and terms of reference for Board Committees 12. Approval of a macro (12-24 months) Board agenda
<i>Decide/approve and report to the Board</i>	<ol style="list-style-type: none"> 13. Review and approve succession plan for the CEO’s position
<i>Monitor and report highlights to the Board</i>	<ol style="list-style-type: none"> 14. Changes to senior management structure 15. Organizational succession plan 16. Annual highlights of long-term HR strategy through the CEO 17. Annual stakeholder relations and communications

plan

18. The effectiveness of the AFNWA stakeholder relations and communications

19. Oversight of the annual board evaluation process

20. Monitors results of balanced scorecard measures

Other Duties

The Committee will also carry out such other duties as may be determined from time to time by resolution of the Board.

Committee Functioning

The Board Executive Committee will have access to Management and AFNWA documents as required/appropriate. It will also be provided with the resources necessary to carry out its responsibilities. The Committee may engage independent counsel and other advisors, and set and pay the compensation for any advisors so engaged.

The Committee shall annually review and assess the adequacy of its mandate in relation to evolving best practices and evaluate its effectiveness in fulfilling its mandate.

The secretary to the Committee shall be the Secretary and is responsible for:

- Ensuring that minutes are prepared recording decisions, recommendations and general discussion of the Committee
- Ensuring that decisions and recommendations of the Committee are forwarded to the Board for its next meeting
- Compiling and distributing the agenda of Committee meetings at least five (5) days prior to the Committee meetings, and
- Ensuring that action points identified are carried out.

Membership

The Board Chair appoints Directors to Committees. The Board Executive Committee will consist of the Chair and Vice-Chair and will be chaired by the Board Chair. All committee members shall be independent of management of the AFNWA.

Ex officio, non-voting members of the Committee include: Chief Executive Officer, Chief Financial Officer and Secretary.

Any Director who is a member of the Committee serves at the pleasure of the Board Chair.

From time to time, additional non-voting resources may be added to the Committee by the Board Chair where considered necessary to enable the Committee to fulfill its mandate.

Meetings

The Board Executive Committee shall meet at least four (4) times per year, with additional meetings at the call of the Committee Chair, or as directed by the Board.

The agenda will normally be set by the Committee Chair based upon the Committee’s work plan and annual objectives. Committee members or the Board Chair may also suggest agenda items to the Committee Chair. The agenda and background material for meetings will be delivered to members at least five (5) days prior to the Committee meeting.

Quorum & Decision Making

A quorum for the transaction of business at a meeting of the Committee will be a majority of Directors appointed to the Committee.

The Committee will attempt to reach consensus on recommendations to the Board on decisions delegated to the Committee. In exceptional circumstances, where consensus does not appear to be possible, the Committee may refer the matter directly to the Board without a recommendation.

Accountability and Reporting to the Board

The Chair of the Committee will prepare written reports for the Board on the work of the Committee and will be guided in the preparation of these reports by a reporting template for Committees.

Committee Objectives, Annual Work Plan and Timetable

The Board Executive Committee will formulate annual objectives for the Committee for each year, in keeping with the Board’s governance improvement objectives, and review progress against them at least annually.

The Committee will annually establish a work plan for its scheduled committee meetings, which plan will include any specific priorities assigned to the Committee by the Board. The attached table sets out the basic work plan to be used as a starting point each year.

Board Executive Committee Agenda Item	Q1	Q2	Q3	Q4
CEO				
• Reviews and approves succession plan for	X			

CEO.				
<ul style="list-style-type: none"> Compiles results of annual CEO performance evaluation, reviews findings and recommends annual CEO performance rating to the Board. 	X			
<ul style="list-style-type: none"> Recommends annual compensation level for CEO. 	X			
<ul style="list-style-type: none"> Recommends CEO performance objectives for the coming year. 	X			
Human Resources				
<ul style="list-style-type: none"> Receives and reports on highlights of long-term HR strategy, including leadership succession plan. 				X
Corporate Governance				
<ul style="list-style-type: none"> Recommends changes to the Corporate Governance Manual from annual review. 				X
<ul style="list-style-type: none"> Reviews and recommends specific governance policies as required. 	X	X	X	X
Board				
<ul style="list-style-type: none"> Compiles annual Board evaluation responses and reports to the Board. 	X			
<ul style="list-style-type: none"> Reviews and recommends macro Board agenda for coming year. 		X		
Policies				
<ul style="list-style-type: none"> Review and recommend process for developing policies, if required. 	X			
<ul style="list-style-type: none"> Review and recommend new/amended policies, as required. 	X	X	X	X
OTHER				
<ul style="list-style-type: none"> Receive and report on annual stakeholder relations and communications plan. 	X			
<ul style="list-style-type: none"> Monitors results of balanced scorecard measures. 	X	X	X	X
<ul style="list-style-type: none"> Receives results of annual Committee evaluation process. 			X	
<ul style="list-style-type: none"> Regular <i>in camera</i> session with the Committee alone. 	X	X	X	X

Appendix F – Environment, Health & Safety Committee Terms of Reference

Specific Responsibilities

The Board delegates the following roles and responsibilities to the Environment, Health & Safety Committee:

Delegated Committee Role	Responsibilities
<i>Review and recommend to the Board</i>	<ol style="list-style-type: none"> 1. Approval of/subsequent revisions of the Committee mandate. The Committee is expected to review its mandate annually 2. Approval of fundamental policies pertaining to corporate responsibility, environment, health and safety, and security having the potential to impact corporate activities and strategies. Corporate responsibility includes the general commitment areas of governance, people, environment, engagement, community involvement, health and safety, and security
<i>Decide/approve and report to the Board</i>	<ol style="list-style-type: none"> 3. Administrative policies pertaining to environment, occupational health, safety, security, business conduct and ethics 4. The AFNWA’s Environment, Health and Safety Management System
<i>Monitor and report highlights to the Board</i>	<ol style="list-style-type: none"> 5. Quarterly reports on staff programs for health, safety and wellness 6. Annual corporate responsibility performance 7. Environment, occupational health, safety, security, business conduct or ethics issues, trends and events that could impact the AFNWA, and its stakeholders or programs 8. Actions and initiatives undertaken to mitigate corporate responsibility risk and/or matters having the potential to affect the AFNWA’s activities, plans, strategies or reputation 9. Significant related contraventions of regulations or policies
<i>Review/Approve</i>	10. Corporate Environment, Health and Safety

	<p>performance quarterly, and disclosure with respect to such performance contained in disclosure documents or presentations as required</p> <ol style="list-style-type: none"> 11. Mitigating actions taken by management relative to reported incidents 12. Significant items resulting from periodic corporate environment, health, safety, and security audits or assessments. Inquiring of management, the CEO and other invited participants, about significant risks or exposures and assess steps management has taken to minimize such risks to the AFNWA 13. Remedial or mitigating action taken to manage an identified Environment, Health and Safety, and Security risk 14. The annual corporate Environment, Health and Safety audit schedule. 15. The need and schedule for external audits.
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Other Duties

The Committee will also carry out such other duties as may be determined from time to time by resolution of the Board.

The Committee may also conduct field trips to review corporate responsibility activities, including environment, health and safety, annually or as warranted.

<i>Committee Functioning</i>

The Environment, Health & Safety Committee will have access to Management and AFNWA documents as required/appropriate. It will also be provided with the resources necessary to carry out its responsibilities. The Committee may engage independent counsel and other advisors, and set and pay the compensation for any advisors so engaged.

The Committee shall annually review and assess the adequacy of its mandate in relation to evolving best practices and evaluate its effectiveness in fulfilling its mandate.

The secretary to the Committee shall be the Secretary and is responsible for:

- Ensuring that minutes are prepared recording decisions, recommendations and general discussion of the Committee
- Ensuring that decisions and recommendations of the Committee are forwarded to the Board for its next meeting

- Compiling and distributing the agenda of Committee meetings at least five (5) days prior to the Committee meetings, and
- Ensuring that action points identified are carried out.

Membership

The Board Chair appoints Directors to Committees. The Environment, Health & Safety Committee will consist of three (3) Directors, one of whom shall be appointed as Chair of the Committee by the Board Chair.

Ex officio, non-voting members of the Committee include: Chief Executive Officer, Chief Financial Officer, and Secretary.

Any Director who is a member of the Committee serves at the pleasure of the Board Chair.

From time to time, additional non-voting resources may be added to the Committee by the Board Chair where considered necessary to enable the Committee to fulfill its mandate.

Meetings

The Environment, Health & Safety Committee shall meet at least four (4) times per year, with additional meetings at the call of the Committee Chair, or as directed by the Board.

The agenda will normally be set by the Committee Chair based upon the Committee's work plan and annual objectives. Committee members or the Board Chair may also suggest agenda items to the Committee Chair. The agenda and background material for meetings will be delivered to members at least five (5) days prior to the Committee meeting.

Quorum & Decision Making

A quorum for the transaction of business at a meeting of the Committee will be a majority of Directors appointed to the Committee.

The Committee will attempt to reach consensus on recommendations to the Board on decisions delegated to the Committee. In exceptional circumstances, where consensus does not appear to be possible, the Committee may refer the matter directly to the Board without a recommendation.

Accountability and Reporting to the Board

The Chair of the Committee will prepare written reports for the Board on the work of the Committee and will be guided in the preparation of these reports by a reporting template for Committees.

<i>Committee Objectives, Annual Work Plan and Timetable</i>
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The Environment, Health & Safety Committee Committee will formulate annual objectives for the Committee for each year, in keeping with the Board’s governance improvement objectives, and review progress against them at least annually.

The Committee will annually establish a work plan for its scheduled committee meetings, which plan will include any specific priorities assigned to the Committee by the Board. The attached table sets out the basic work plan to be used as a starting point each year.

Environment, Health & Safety Committee Agenda Item	Q1	Q2	Q3	Q4
Policies				
<ul style="list-style-type: none"> Review and recommend new/amended policies pertaining to corporate responsibility, environment, health and safety, and security, as required 	X	X	X	X
Compliance and Oversight				
<ul style="list-style-type: none"> Approves the annual corporate Environment, Health and Safety audit schedule. 	X			
<ul style="list-style-type: none"> Receives report from CEO on significant related contraventions of regulations or policies 				
<ul style="list-style-type: none"> Reviews actions and initiatives undertaken to mitigate corporate responsibility risk and/or matters having the potential to affect the AFNWA’s activities, plans, strategies or reputation 				
<ul style="list-style-type: none"> Reviews Corporate Environment, Health and Safety performance quarterly 	X	X	X	X
<ul style="list-style-type: none"> Recommends quarterly reports on OH&S compliance. 	X	X	X	X
Human Resources				
<ul style="list-style-type: none"> Receives quarterly reports on staff programs for health, safety and wellness. 	X	X	X	X
Corporate Responsibility				
<ul style="list-style-type: none"> Receives and reports to Board annual corporate responsibility performance 				X
<ul style="list-style-type: none"> Reviews the AFNWA’s Environment, 	X			

Health and Safety Management System				
<ul style="list-style-type: none"> Approves remedial or mitigating action taken to manage an identified Environment, Health and Safety, and Security risk 				
<ul style="list-style-type: none"> Receives results of annual Committee evaluation process. 			X	

Appendix G – Annual Board Macro Agenda

September 2020 – August 2021

Meeting	Policy-Making	Decision-Making	Monitoring
September			
November			
December			
January			
March			
May			
June			

Appendix H – AFNWA Board Evaluation

AFNWA - Board Effectiveness Evaluation

Introduction

The purpose of the Board evaluation process is to foster continuous improvement in the effectiveness and efficiency of the Board's structure and functioning. It provides an opportunity to celebrate existing strengths and to identify areas of potential improvement for the coming year. Feedback will be summarized on a non-attribution basis.

PART 1 - THE BOARD OF DIRECTORS

	Level of Performance							Unsure
	Excellent	Good	Fair	Poor	7	6	5	
1. The Board ensures that Directors have a thorough initial orientation as part of their onboarding to the Board. <i>Please comment on opportunities for improvement to the Board's onboarding process:</i>	7	6	5	4	3	2	1	Unsure
2. The Board ensures that directors have ongoing opportunities to enhance their capabilities as directors of the AFNWA. <i>Please comment on possible improvements to the Board's development and training opportunities:</i>	7	6	5	4	3	2	1	Unsure
3. The Board has effective succession processes in place for the CEO, and is aware of the succession processes for senior leadership and other key positions within the AFNWA. <i>If you have suggestions for improvements to the Board's succession management processes please specify below:</i>	7	6	5	4	3	2	1	Unsure
4. The Board has effective strategic planning processes, and effectively monitors its progress in achieving its Strategic Plan. <i>If you have suggestions for improvements to the Board's strategic planning process please specify below:</i>	7	6	5	4	3	2	1	Unsure

5. The Board approves the Annual Business Plan and budget of the AFNWA, and actively monitors performance against the plan and the balanced scorecard targets on a regular basis.

7 6 5 4 3 2 1 Unsure

If you have suggestions for improvements to the Board's annual planning and budgeting processes please specify below:

6. The Board focusses on the most important issues facing the AFNWA and discussions are focused on providing strategic direction, rather than being operationally focused on management issues.

7 6 5 4 3 2 1 Unsure

Please comment on the Board's focus on strategic vs. operational issues:

7. The Board has the information its needs to make informed decisions.

7 6 5 4 3 2 1 Unsure

Please comment on the quality of the information the Board receives to make its decisions:

8. The Board functions as a team and speaks with one voice.

7 6 5 4 3 2 1 Unsure

Please provide example(s) of when the Board functioned as a team, or did not function as a team.

9. Directors engage in healthy debate with a view to constructively exploring solutions that are in the best interests of the organization.

7 6 5 4 3 2 1 Unsure

Why or why not?

10. Reports and presentations from Committees and management are clear, concise and assist the Board in making effective decisions.

7 6 5 4 3 2 1 Unsure

Any suggested improvements for management or Committee reports to the Board?

<p>11. There is sufficient management support, appropriate participation by management and external advice/resources available to the Board to conduct effective meetings and make good decisions. <i>Any comments?</i></p>	7	6	5	4	3	2	1	Unsure
<p>12. The length, frequency and location of board meetings is sufficient. <i>Any comments on the length, frequency and location of board meetings?</i></p>	7	6	5	4	3	2	1	Unsure
<p>13. The Board has good governance structures and processes in place that supports its ability to govern effectively. <i>Are there specific areas of the Board's processes or structures that requires close Board attention for the upcoming year? If so please comment below:</i></p>	7	6	5	4	3	2	1	Unsure
<p>14. The Board has established the appropriate committees to undertake the Board's mandate. <i>Any comments on Board Committees?</i></p>	7	6	5	4	3	2	1	Unsure
<p>15. There is good participation by all Directors in meetings and Directors offer their perspectives openly and honestly. <i>Any comments on participation in meetings?</i></p>	7	6	5	4	3	2	1	Unsure
<p>16. As a Board, we make decisions in the best interests of the AFNWA, not individual stakeholder interests. <i>Any comments on Board decision making in the interests of the organization?</i></p>	7	6	5	4	3	2	1	Unsure
<p>17. Directors understand and respect the importance of maintaining confidentiality for Board documents, discussions and decisions. <i>Any comments on Board confidentiality?</i></p>	7	6	5	4	3	2	1	Unsure

18. The Board has effective stakeholder engagement processes in place including opportunities for stakeholder engagement.
Any comments on Board stakeholder engagement?

7 6 5 4 3 2 1 Unsure

19. The Board is informed and aware of stakeholder views/opinions on AFNWA issues.
Any comments on Directors' awareness of stakeholder views?

7 6 5 4 3 2 1 Unsure

20. Directors support board decisions, once made.
Any comments?

7 6 5 4 3 2 1 Unsure

21. The top three strengths of the Board are:

22. The top three areas in which we could improve as a Board are:

PART II - THE BOARD CHAIR'S PERFORMANCE

Excellent Good Fair Poor

23. The Chair keeps the meeting focused, keeps us on track and on time and maintains effective meeting discipline.
Any Comments?

7 6 5 4 3 2 1 Unsure

24. The Chair demonstrates leadership and effectively manages the affairs of the Board.
Any Comments?

7 6 5 4 3 2 1 Unsure

26. The Chair values the importance of consensus decision-making.
Any Comments?

7 6 5 4 3 2 1 Unsure

27. The Chair encourages healthy debate and participation during meetings, with a view to constructively exploring

7 6 5 4 3 2 1 Unsure

solutions that are in the best interests of the AFNWA.

Any Comments?

28. The Chair keeps the Board informed of significant/sensitive issues.	7	6	5	4	3	2	1	Unsure
---	---	---	---	---	---	---	---	--------

Any Comments?

29. The Chair is an effective relationship builder - with Directors, the CEO (and senior leadership team), Owners and stakeholders.	7	6	5	4	3	2	1	Unsure
---	---	---	---	---	---	---	---	--------

Any Comments?

30. The Chair appropriately advances board business between meetings.	7	6	5	4	3	2	1	Unsure
---	---	---	---	---	---	---	---	--------

Any Comments?

31. The Chair's greatest strengths are:

32. What suggestions, if any, do you have about how the Chair might improve their performance?

PART III - THE VICE CHAIR'S PERFORMANCE **Excellent** **Good** **Fair** **Poor**

33. The Vice Chair fulfills the expectations of the Chair, in the absence of the Chair.	7	6	5	4	3	2	1	Unsure
---	---	---	---	---	---	---	---	--------

Any comments?

34. The Vice Chair provides assistance to the Chair, when required.	7	6	5	4	3	2	1	Unsure
---	---	---	---	---	---	---	---	--------

Any Comments?

35. The Vice Chair participates actively in the discussion.	7	6	5	4	3	2	1	Unsure
---	---	---	---	---	---	---	---	--------

Any Comments?

36. The Vice Chair's greatest strengths are:

37. What suggestions, if any, do you have about how the Vice Chair might improve their performance?

Appendix I – Director Competency Assessment Tool

Director Competency Assessment Tool

Welcome

This Assessment focuses on the inventory of skills and competencies that the Board has available to contribute to the governance success of the Atlantic First Nations Water Authority Board.

The purpose of this assessment is to confirm areas of governance strength and to also identify where there is room for improvement.

You have been invited to complete this self-assessment as a member of the Board. These results will be reviewed by the Board Chair to identify priorities where development can be focused.

It is expected this survey will take you approximately 60 minutes to complete. You can stop and start the survey at any time. However, it is recommended that you save the document before closing the survey.

If you have any questions as you complete this survey, please contact the COO.

Name:

Time spent on Board:

Email Address:

Daytime telephone:

Assessment Overview

The Board of the AFNWA is accountable to provide effective stewardship and strategic leadership for the organization. The quality and effectiveness of governance is an important contributor to the achievement of the vision, mission and strategic goals of the AFNWA.

The knowledge, skills and experience of each Director and the Board as a whole are important elements in the success and viability of the AFNWA. Each Director should possess a range of critical attributes and qualifications in order to effectively fulfill the responsibilities as a member of the Board. Common attributes to all Directors include good judgment, maturity, personal integrity and strong interpersonal skills.

There are nine core competencies that are important for all AFNWA Board Directors. The degree of skill, experience and knowledge regarding these competencies will vary between Directors.

1. Stakeholders Relations/Communications
2. Governance and Board Experience
3. Ethics
4. Leadership
5. Financial Literacy
6. Strategic Planning
7. Audit and Risk Management
8. Human Resources Management
9. Policy Experience

For each core competency there will be a range of level of skills. Each is described below:

Basic Competency:

- Some knowledge and experience of the competency
- Understands basic terminology
- Can identify basic skills and attributes associated with the competency

Good Competency:

- Good understanding of the fundamentals of the competency gained through an appropriate combination of education, working knowledge, previous Board experience and completion of Director training
- Sufficient knowledge and experience to apply concepts to less complex issues

Strong Competency:

- Significant understanding and expertise of the competency gained through a combination of education, practical experience, previous Board experience and completion of Director education
- Participates fully in Board analysis, discussion and debate on more complex issues
- Ensures sufficient information is provided to support analysis and recommendations
- Challenges management's assumptions when needed and speaks out appropriately at Board meetings
- Uses knowledge to mentor new Directors and provide greater understanding of competency
- Makes significant contributions to long-term planning

Expert Competency:

- Expert understanding of the competency gained through an appropriate combination of education, practical experience, previous Board experience, professional designation, qualification or degree in the subject matter and completion of a Director training program
- Participates fully in Board analysis, discussion and debate on more complex issues
- Ensures sufficient information is provided to support analysis and recommendations
- Challenges managements assumptions when needed and speaks out appropriately at Board meetings
- Uses knowledge to mentor new Directors and provide greater understanding of competency
- Makes significant contributions to long-term planning
- Interprets complex data to contribute new knowledge in the competency areas
- Provides expert analysis and advice on complex issues

1. Stakeholder Relations and Communications

It is essential for stakeholders and Owners to have trust and credibility in the AFNWA in order to achieve its vision, mission and strategic goals. Effective stakeholder relations and communications play a critical role in achieving this trust and credibility. Directors foster positive stakeholder relations and communications by:

- Maintaining ongoing connection with stakeholder groups
- Keeping abreast of issues and developments that impact stakeholders
- Attending formal stakeholder discussions and consultation sessions
- Obtaining informal feedback from stakeholders through your linkages in the community and sharing that information with the CEO to assist with operational and/or communications planning
- Participating in the Annual General Meeting
- Referring specific complaints about operational matters to the CEO or designate

1a. How would you rate your current level of Stakeholder Relations and Communications Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

1b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.

2. Governance and Board Experience Competency

Governance is the process and structure for decision-making within an organization, with a view to establishing clear responsibilities and accountabilities. Effective governance provides a framework for action/implementation and enables an organization to move forward with confidence to achieve its mission and vision. The Board of the AFNWA believes that effective and efficient governance is an essential foundation for the organization's success.

Governance competency includes understanding and contributing to the development and articulation of the strategic plans, goals, policies and processes which govern and guide the way the AFNWA is managed. Directors should understand their role in providing effective stewardship and strategic leadership for the organization and have experience fulfilling key governance responsibilities including the following areas:

- Policy Development
- Strategic Planning and Corporate Performance
- Providing Financial Oversight
- Risk Management Oversight
- Human Resources Oversight
- Communications, Stakeholder Relations, Advocacy and Accountability
- Monitoring and evaluating CEO performance

2a. How would you rate your current level of Governance and Board Experience Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

2b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.

3. Ethics Competency

Ethical actions are those that are made in accordance with established laws, rules and organizational values that are supported by reasoned and objective evidence without any bias or self interest. Directors are expected to:

- act in good faith and exercise the good care, diligence and skills of a reasonably prudent person
- make decisions in the best interest of the AFNWA rather than individual stakeholder interests
- approve, affirm and continually support the mission, vision and values of the AFNWA
- ensure the values of fairness, openness, consultation and transparency are reflected in the governance and accountability of the system
- ensure that the organization's values are clearly stated, widely shared and provide a framework for decision making throughout the organization (i.e. code of conduct and conflict of interest policies in support of those values)

3a. How would you rate your current level of Ethics Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

3b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.

4. Leadership

Leadership encompasses the ability to influence decisions while building consensual solutions. Effective leaders recognize the importance of all participants in deliberations and the importance of constructive discussions and debate. Leaders are effective communicators. Leadership involves approaching initiatives from a strategic perspective, championing new initiatives and working with others to achieve the strategic objectives of the AFNWA.

4a. How would you rate your current level of Leadership Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

4b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.

5. Financial Literacy

Financial literacy involves understanding financial reports and statements, accounting standards and assumptions and legislative requirements in order to effectively oversee the financial performance of the AFNWA.

A critical element of the success of the AFNWA includes the development of an Annual Business Plan and budget which are approved by the Board. Directors are required to understand how these are developed and the types of analysis required to effectively monitor results and variances.

5a. How would you rate your current level of Financial Literacy (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

5b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.

6. Strategic Planning

Strategic planning is a process that helps determine or confirm the AFNWA's overall vision and long-term direction. It includes assessing the broader environment, having a good understanding of the AFNWA's operations, understanding strategic planning processes and strategy formulation. It also requires collaboration and consultation in developing an appropriate and effective strategic plan, monitoring and implementation of the plan and evaluation methodologies.

6a. How would you rate your current level of Strategic Planning Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

6b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.

7. Audit and Risk Management

The Board is responsible for the oversight of the Board's risk management practices, including Enterprise Risk Management. Risk management involves identifying, measuring and managing significant risks and events that may impact on organization's objectives. It encompasses policies, procedures and controls and how risks are managed.

Directors must have an understanding of the risks facing the organization, the ways in which Management addresses and mitigates those risks and ensure that the financial statements accurately reflect the activities of the AFNWA. These functions are addressed through the activities which are carried out by the auditors, which involves systematically reviewing key risks and ensuring that the organization is compliant with legal and legislative requirements.

7a. How would you rate your current level of Audit and Risk Management Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

7b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.

8. Human Resources Management

The Board is responsible for providing human resources oversight for the AFNWA. This includes approval of high level human resource principles for the organization, appointment of the CEO, approval and monitoring of CEO compensation levels, succession planning for the CEO, monitoring reports on staff programs for health, safety and wellness, and approval of/revisions to governance policies such as the Board's Code of Conduct and Conflict of Interest Policies.

8a. How would you rate your current level of Human Resources Management Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

8b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.

9. Policy Experience

The Board is responsible for determining a process for developing policies for the AFNWA, establish priorities through a review of emerging issues and long-term trends, considering proposals for policies and approving new/amended policies.

9a. How would you rate your current level of Policy Experience Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

9b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.

The Atlantic First Nations Water Authority (AFNWA)

Draft Board Compensation Policy

September 25, 2020

The following compensation shall apply to the Directors in respect to such roles that they may assume, and which are further detailed in the Corporate Governance Manual.

Chair - an annual stipend of \$12,000, payable quarterly in arrears.

Vice- Chair- an annual stipend of \$6,000, payable quarterly in arrears.

Directors- a per diem of \$500, payable for Board meetings attended in person or virtually, payable within 30 days of attendance. For clarity, the Chair and Vice-Chair are eligible for the per diem.

Chair of a Standing Committee- an annual stipend of \$3,000, payable in full at the end of the first fiscal quarter.

A Director who is appointed as a member of a Board Standing Committee or other approved Sub-Committee, a per diem of \$250 payable for Committee meetings attended, payable within 30 days of attendance.

(INSERT BANDS NAME) **First Nation**

(INSERT FULL ADDRESS)

BAND COUNCIL RESOLUTION

Atlantic First Nations Water Authority

REFERENCE NO. _____

DATE OF DULY CONVENED MEETING: _____

QUORUM OF COUNCIL: _____

WHEREAS: A quorum of the (INSERT BANDS NAME) First Nation Council (the “Council”) met on the ____ day of _____ 20XX;

WHEREAS: Pursuant to the Indian Act, the Council is empowered to act on behalf of the (INSERT BANDS NAME) First Nation (the “First Nation”);

WHEREAS:

The Atlantic First Nations Water Authority (the “AFNWA”) has signed a Framework Agreement with Indigenous Services Canada, that allows the AFNWA and the Government of Canada to agree on a process that, in accordance with section 7(b) of the Department of Indigenous Services Act, will lead to the transfer to the AFNWA of all responsibility that the Minister of Indigenous Services has for the development, provision, and funding of Water and Wastewater Services.

WHEREAS:

The Framework Agreement also allows the AFNWA and the Government of Canada to agree on a process to that will provide for a long-term funding agreement with the AFNWA to provide water and wastewater services to Participating First Nation communities.

WHEREAS:

The (INSERT BANDS NAME) Band Council acknowledges that they have reviewed and understand the AFNWA Governance Manual.

WHEREAS:

The (INSERT BANDS NAME) Band Council agrees to be bound by the Atlantic First Nations Water Authority Governance Manual adopted by the AFNWA Board of Directors.

WHEREAS: The (INSERT BANDS NAME) Band Council acknowledges that the AFNWA is an independent legal entity; a not for profit organization owned by participating First Nations.

WHEREAS: The (INSERT BANDS NAME) commits to enter into the following agreements under the terms of an agreement between the AFNWA and the (Federal Government) based on the Business Plan and Transfer Implementation Plan (attached):

- A. Receive services from the Atlantic First Nation Water Authority Inc., inclusive of water and wastewater services;
- B. Enter land access agreements, or other suitable agreements with the Atlantic First Nation Water Authority Inc. where all water and wastewater infrastructure is situated;
- C. Enter into agreements to transfer physical Water & Wastewater assets to the Atlantic First Nation Water Authority Inc.;
- D. Enter into agreements to transfer of Federal funding, inclusive of Operations and Maintenance earmarked for water and wastewater and Capital expenditures;
- E. Enter into agreements to transfer and assign existing municipal service agreements to the Atlantic First Nation Water Authority Inc.
- F. To do all things necessary to effect the items referenced above and any other things to complete the agreements

NOW THEREFORE LET IT BE RESOLVED THAT:

The (INSERT BANDS NAME) Band Council approves and supports formal membership into the Atlantic First Nations Water Authority.

Signed at (INSERT BANDS NAME AND PROVINCE) this ____ day of _____ 20XX signed, in duplicate.

Chief

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

DRAFT



06 November 2020

TO: Chief Wilbert Marshall, Chair, and Members of the Atlantic First Nations Water Authority Board

SUBMITTED BY: original signed by
James MacKinnon, MPA, B.Sc., Interim Chief Operating Officer

APPROVED: original signed by
Carl Yates, M.A.Sc., P.Eng., Interim Chief Executive Officer

DATE: [October 22, 2020]

SUBJECT: Transition Implementation Plan - Update

Information Report

ORIGIN

Transition Implementation Plan [TIP] approved by the Board at the June 24th, 2020 board meeting,

BACKGROUND

The Transition Implementation Plan [TIP] provides a detailed overview of the AFNWA's internal developments as an organization, and external developments on projects and community outreach. The TIP will guide the overall operationalization of the AFNWA through staged phases and lead to full autonomous operations in Spring 2022. It describes the objectives of the phases and the process by which the steps and composite tasks are to be managed.

DISCUSSION

The complete Transition Implementation Plan is attached for your reference, however some key highlights of development since our previous meeting are as follows:

- *Step 1: Operational Funding.*
 - *Funding has been received. Step 1 can now be considered complete.*

- *Step 2: Planning and Establishment of Governance.*
 - The AFNWA Corporate Governance Manuel, as prepared by Rod Burgar with input from our legal counsel at McInnes Cooper, are ready for board approval.
 - Term Sheets have been prepared and are ready for Board discussion.
 - Contracts have been finalized for continued work with the AFNWA. Executed contracts include:
 - Halifax Water (Asset Management support),
 - Colliers Project Leaders (Business and Financial Analysis),
 - McInnes Cooper (legal support),
 - Accelerator Inc (Governance),
 - Graham MacDonald (SCADA master plan), and
 - Karen Reedman (job evaluations)
 - National Public Relations (public relations and communications support)

- *Step 3a; Band Council Resolutions:*
 - A draft BCR for final commitment to the AFNWA is now complete and ready for circulation and feedback (see attached). A draft has been sent to ISC for comment. We anticipate comments returned on November 3, 2020.

- *Step 3b: Implement Human Resource Strategy*
 - An offer has been extended and accepted by John Lam for the Manager of Engineering Position. His resume is attached.
 - An offer has been extended to Adam Gould for the position of Manager of Communication and Outreach. His resume is attached.
 - A shortlist for the position of Manager of Corporate Services has been presented by Leaders International.
 - Utilizing the HAY methodology, we have evaluated key jobs anticipated for the AFNWA and the associated pay levels.

- *Step 5: Implement Operations Model.*
 - Ontario Clean Water Agency has begun their review of the AFNWA business plan. A table of contents for their review has been finalized with AFNWA.

- *Step 7: Regulatory Oversight.*
 - Dalhousie continues its work on Water Safety Plans. These plans were presented to Atlantic First Nation water operators for comment and discussion on Oct 8. The Water Safety Plans were well received by the operators.

- *Step 8: Operational Planning:*
 - The CEO and COO continue to meet with Chiefs, Councilors, community administrators and operators to discuss the AFNWA and hear their concerns.

- The CEO and COO hosted an Operators workshop in Millbrook on October 8, 2020 to bring them up to speed on AFNWA activities and discuss water safety plans, training and certification and compensation and benefits.
- A meeting in Miawpukek First Nation has been set for November 16, 2020.
- Contact has been made with the new Chief and Council in We'koqma'q First Nation. We are arranging a date to meet.
- A potential head office location has been identified in the Millbrook Power Centre.
- Step 9: Capital Planning
 - The AFNWA has finalized its RFP for the SCADA Master Plan. It is anticipated that a preferred proponent will be chosen by the end of November.
 - An RFP for the Asset Management plan is in its final stages of development and will go to tender in November.

BUDGET and FINANCIAL IMPLICATIONS

Activities associated with the TIP are funded through Funding Agreements secured with Indigenous Services Canada.

ATTACHMENT

Transition Implementation Plan
BCR – AFNWA Commitment
Resume – John Lam
Resume – Adam Gould

Report Prepared by _____ original signed by _____
Carl Yates, interim CEO

Financial Reviewed by _____ original signed by _____
James MacKinnon, interim COO



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Background

The AFNWA Business Case recommends a phased milestone-based approach with a two-year transitional period that allows detailed operational and capital budgets to be developed and agreed with ISC based upon an AFNWA operations plan; an Asset Management Plan (AMP); and a 10-year capital program.

The AFNWA has developed a Transition Plan which has been the principle vehicle for agreeing to a Framework Agreement between AFNWA and ISC. This plan which is organized into three key phases includes several steps that need to be delivered sequentially. These phases can be summarized as follows

- **Phase 1: Approval & Funding:** is an enabling phase which includes tasks which must be completed to allow the AFNWA to take on additional operational responsibility in 2020.
- **Phase 2: Operational Initiation:** comprises establishing the AFNWA management team in a staged manner to prepare for the ownership and operation of the participating First Nations water and wastewater assets
- **Phase 3: AFNWA Formation:** comprises the formalization of the AFNWA budget planning and consolidates these into a Funding Model. The funding requirements will be subject to negotiation with ISC with the understanding that the level of funding will be in line with the order of cost identified in the AFNWA business case.

AFNWA and ISC are close to completing a funding agreement which will provide the funds needed to deliver the Transition plan and progress over the next two years.

Transition Period Implementation Plan

The Transition Period Implementation Plan (Implementation Plan) will guide the overall operationalization of the AFNWA and its phases will lead to fully autonomous operations in Spring 2022. It will describe the objectives of the phases and the process by which the steps and composite tasks are to be managed.



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Atlantic First Nations Water Authority Transition Period Implementation Plan

The delivery of the Implementation Plan will necessitate a team with diverse knowledge, expertise, and experience. The Implementation Plan contains the information needed to deliver the transition successfully, in terms of integration, communication, quality, cost, schedule, risk, scope, and overall project management. The Implementation Plan defines the governance and organizational structure; the management, administrative, and reporting processes that will be used; and the decision-making responsibilities and authorities for each principal stakeholder.

While Implementation Planning has commenced, finalizing and delivery of the Plan will require the input from the Senior Management Team which has yet to be recruited. The immediate intention of the Plan is to identify the relevant tasks that need to be completed but not to provide the complete details on how they will be delivered. While it is recognized that the CEO will have ultimate accountability for delivery of the Implementation Plan, potential resources required to develop tasks (whether internal or external resources), and reviewer / approver information has been added for considerations.

As each task is formally initiated, it is recommended that the AFNWA initiate further project definitions (i.e. project charter, timing, resources) to guide task implementation. Within the Transition Plan, tasks anticipated to require a formal project charter or workplan are marked with an asterisk (*). As individual tasks are initiated, additional task implementation planning is anticipated, and this will be reviewed by the CEO and Senior Management Team on a regular basis.



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 1: Approval and Funding.					
<p>Step 1a: Operational Funding Funding Commitment by Government of Canada to provide long term funding to AFNWA in line with the order of cost identified in the Business Case.</p> <p>Noting that long term funding will come with final negotiation at the end of this two-year transition. Execution of the Transitional Funding Agreement and signature of the Framework Agreement will signify commitment to this objective.</p>					
Tasks	AFNWA Owner	Resources ¹	Reviewer /Approver	Recommended Completion Date	
1.0	Framework agreement signed demonstrating a co-development process and commitment for long-term AFNWA funding (key milestone)	COO	CY, RB, Colliers	ISC	May 15, 2020
2.0	Complete Transitional Funding Agreement between AFNWA and ISC to cover two-year Transition Period	COO	CY, RB, Colliers	ISC	May 1, 2020
3.0	Cash flow draw system (incl. bank number), schedule (refer to ISC conference call minutes)	COO	RM	ISC	May 15, 2020
4.0	Develop Transition Plan Template	COO	Colliers	CEO	May 15, 2020

¹ A full description of resource abbreviations has been provided following the phase 3 tasks.



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 1: Approval and Funding.					
Step 2: Planning and establish governance					
Funding Commitment by Government of Canada to provide long term funding to AFNWA in line with the order of cost identified in the Business Case.					
Noting that long term funding will come with final negotiation at the end of this two-year transition. Execution of the Funding Agreement and signature of the Framework agreement will close step 1					
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date	
1.0	Establish organization				
1.1	CEO	COO, McInnis Cooper	Board	August 1	
1.2	CEO	COO, SMT	CEO	Ongoing	
1.3	COO	RM	CEO	Dec. 31, 2020	
2*	Identify corporate policies and procedures needed				As req'd on a priority basis
2.1	Mgr. Comms	COO, RM	Board		
2.2	CEO	COO, McInnis Cooper, Mgr. CS, Colliers	Board		
2.3	CEO	Mgr. CS, COO	Board		
2.4	CEO	Mgr. CS, COO	Board		



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Atlantic First Nations Water Authority Transition Period Implementation Plan

2.5	Information Technology	Mgr. CS	COO, JH	CEO	
2.6	Training and Development policy (Parts found within the APC HR Policy)	Mgr. CS	COO, Supervisor CS, RM	CEO	
2.7	Discipline policy (incl. Two Eyed Seeing)	COO	McInnes Cooper, Elders Council, JP, RB	CEO	
2.8	Pension and Benefits policy	CEO/Mgr. CS	McInnes Cooper, Supervisor CS	Board	
2.9	Health and Safety policy	CEO	Mgr. CS, COO, Supervisor CS, JH	Board	
2.10	Environmental policy	CEO	SMT, GG	Board	
2.11	Security policy	CEO	SMT	Board	
2.12	Code of Conduct	CEO	McInnes Cooper, Mgr. CS, COO, RM	Board	
2.13	Debt policy (elements found within the Financial Policy)	Mgr. CS	COO, CEO, Colliers	Board	
2.14	Spending Authority (Financial Policy, will need to be altered)	CEO	Mgr. CS, COO, Colliers	Board	
2.15	Fraud (Elements found within the APC Financial Policy)	Mgr. CS	COO, CEO, Colliers	Board	
2.16	Document Management policy, recommended solution, and tool considerations (utilize APC in interim)	COO	SMT, Colliers JH, RM	CEO	
2.17	Violence and Harassment policy	CEO	McInnes Cooper, Mgr. CS, COO	Board	
2.18	Hiring policy	COO	JH	CEO	
2.19	Conflict of Interest Policy	CEO	COO, Mgr. CS, Colliers	Board	
2.20	Develop AFNWA specific templates - minutes, action list, SOPs	COO	RM, JH, Colliers	CEO	
3.0	Establish financial and accounting policies and frameworks				



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Atlantic First Nations Water Authority Transition Period Implementation Plan

3.1	Identify Gaps in APC Financial Policies - debt policies, accounting structures being used, align with Treasury Board policies / rates,	Mgr. CS	COO, Colliers	CEO	
3.2	Set up basic accounting framework, general ledger, yearly audit standards & audit timelines, income statements, balance sheets – (service may start with APC but transition to AFNWA) <ul style="list-style-type: none"> - services could be provided on an interim basis by APC; - there are # of other corporate services APC can provide; gradual transition to AFNWA 	Mgr. CS	COO, 3 rd party advisor, Colliers	CEO	Establish for first fiscal year [2020/2021]
3.3	Tax exemption letters from CRA <ul style="list-style-type: none"> - anticipated to be received once a lease is signed 	COO	Mgr. CS,	CEO	June 1, 2020
3.4	Audited statements 2021 (milestone)	Mgr. CS	COO, CEO, Colliers	Board	March 31, 2021
4.0*	Board governance				
4.1	Establish Board Governance Framework <ul style="list-style-type: none"> - solicit consultant proposal - develop work plan 	CEO	COO, RB, Colliers	Board	
4.2	AFNWA Implementation Plan <ul style="list-style-type: none"> - Board delegated resp. to CEO to manage - CEO owns plan; recommendations to the Board, as req'd - COO & Board Executive work with CEO - Board approves key items 	CEO	COO, RB, Colliers	CEO	March 31, 2022
4.3	AFNWA Board Terms of Reference <ul style="list-style-type: none"> - CEO works with Board executive, legal advice - Incl. governance (i.e. operating water authority, approvals & authorities), roles (i.e. day to day) 	CEO	COO, JP, RB	Board	Initiates with hiring of CEO, completes Nov 2020
4.4	Board governance Workshop (Face to Face) <ul style="list-style-type: none"> - Define roles and resp, Specific Board terms, committee, compensation 	COO	RB, Colliers	CEO	Sept/Oct. 2020



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Atlantic First Nations Water Authority Transition Period Implementation Plan

4.5	AFNWA Board and Committees Terms of Reference [e.g. Executive, Audit and Finance, Environment, Health and Safety]	CEO	COO, RB, Colliers	Board	Draft Nov. 30/20
4.6	AFNWA Board Formally Approves Term of Reference (milestone)	CEO	COO, RB	Board	Feb.1, 2021
4.7	Board Compensation Policy	CEO	COO, RB	Board	April 1, 2021
4.8	Selection of Elders Council, develop Terms of Reference <ul style="list-style-type: none"> - Process for Board to engage with Elders Council - Lead/ Head Elder? Ex-officio to Board? Serve as Director on Board? 	CEO	COO, RB	Board	March 1, 2021
5.0*	Establish document management system	COO	JH, Colliers, RM	CEO	Dec. 31, 2020
6.0	Develop communications strategy	Mgr. Comms	COO, Comms Consultant	CEO	Feb 1, 2021
7.0	Define ISC approvals process				
7.1	Develop engagement plan with ISC <ul style="list-style-type: none"> - Strategy and framework of approach - Meeting schedule and intent - Identify and clarify requirements 	COO	RB, McInnis Cooper,	CEO	February 1, 2021
7.2	Identify milestones and approvals (required by Federal government) <ul style="list-style-type: none"> - Schedule, process, Cabinet date, timeline, milestones, minutes & action list 	COO	RB, Colliers, Central Agency reps,	CEO	As Req'd
7.3	Identify Board approvals and reporting required <ul style="list-style-type: none"> - Tied to ISC negotiations 	COO	RM, Colliers	CEO	As Req'd



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 1: Approval and Funding.					
Step 3a: Band Council Resolutions					
<p>The commitment to GOC funding will allow Band Council Resolutions (BCR) to be completed with participating First Nations Bands. This deliverable will require the AFNWA interim COO to travel to participating and non-participating First Nations alike to request a BCR for further continuation of the project. This will allow license and asset transfer agreements to be developed. This step is dependent on the signature of the proposed framework agreement before the community visits commence.</p>					
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date	
1.0	Develop BCRs				
1.1	Draft BCRs - Informed by Framework Agreement and the land transfer Agreements/licenses	COO	McInnes Cooper, ISC	CEO, Board, Band Council	Jun 30, 2020
1.2	Incorporate ISC feedback for draft BCR	COO	RB, Colliers	CEO	
1.3	Final BCR's approved by Board	CEO	COO	Board	
1.4	Geographic information/mapping required for license agreement and asset management, develop common standards	Mgr. Eng.	COO, JH	CEO	
1.5	Survey First Nations capacity to hold community and Council meetings virtually	COO		CEO	Jun 30, 2020
1.6	Organize Chiefs and Operators: Kick-off Workshop (also invite communities who are interested, but who have yet to sign a BCR indicating their interest) to go over the transfer process plan in detail, and to communicate the AFNWA's timelines for full, autonomous operations.	COO	RB,	CEO	Fall 2020 or Winter 2021 depending on Pandemic Restrictions



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Atlantic First Nations Water Authority Transition Period Implementation Plan

2.0	BCR approval by communities				
2.1	Organize Community visits - present to Councilors, gain input, make changes / tweaks. This round of BCRs will signify a further commitment to the AFNWA. AFNWA COO and CEO will travel to each community to present to Chief and Council to seek their continued support [22 communities].	COO	RB, RM	CEO	Fall 2020 / Winter 2021
2.2	Request signature - by community based on meeting with Councils - Presentations to communities	COO	CEO (as req'd), Mgr. Comms	CEO, Band Council	As Req'd
2.3	Renew BCR commitments for existing Communities (15 + 7 communities).	COO		CEO	January 31, 2021
3.0	Outreach to other communities to extend invitation to join AFNWA (note: dependent on Framework Agreement)	CEO	COO	CEO	Ongoing up to Dec 1, 2021
4.0	Develop draft BCR process & commitments for communities to join AFNWA after Transfer Agreement - Process to be defined - Resources to be identified in negotiations with GoC	COO	McInnes Cooper, RB	CEO	Winter 2021/2022



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 1: Approval and Funding.

Step 3b: Implement Human Resources Strategy

The recruitment of a CEO and senior management team is key to delivering phase 2. Obtaining GOC commitment to funding will allow the following activity to commence.

- Contract with a professional search organization
- Hire the CEO and senior managers

These manager positions will have to be selected in order of priority. For 2020-2021, however, it is recommended that the CEO and Manager of Engineering be identified to work alongside the interim COO. At the start of 2021-2022, the remainder of the senior management team will be hired.

Note – Current COO continues to play a strong liaison role with First Nation Chiefs, Board, ISC, and communities; supports CEO as the utility transitions to full operations in 2022.

Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date
1.0 Human Resource planning				
1.1 Develop Human Resource strategies that recognize the experience and knowledge of staff currently employed in water and wastewater system operation and take a consistent approach to salaries, benefits, training, and career development. Confirm skills to operate business	Mgr. CS	COO, Supervisor CS, JH	CEO	Sept 1, 2021
1.2 Research pay and compensation (internal and external equity) - Seek outside HR consultant support	CEO	Mgr. CS, COO	CEO	Summer / Fall 2020
1.3 Develop and complete draft CEO job description	CEO	COO	Board	May 15, 2020
1.4 Develop and complete SMT job descriptions	COO	JH, RM	CEO	As Req'd
1.5 Develop and complete staff job descriptions	Mgr. CS	SMT, Supervisor CS	CEO	As Req'd



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Atlantic First Nations Water Authority Transition Period Implementation Plan

2.0	Formal staff recruiting				
2.1	Complete RFP for professional recruiting firm	COO	CEO, RM	CEO	April 28/20
2.2	Hire a professional recruiting firm to recruit qualified personnel as candidates for Senior Management positions.	COO	CEO, RM	CEO	May 22/20
3.0	Recruit key staff				
3.1	Recruit (Interim) CEO for 2-year transition	Board	COO	Board	July 2020
3.2	Recruit Manager Engineering (permanent)	CEO	COO, Recruitment Consultant		September 1, 2020
3.3	Recruit Manager Communications & Outreach (permanent)	CEO	COO, Recruitment Consultant		Dec. 1, 2020
3.4	Recruit Manager of Corporate Services (permanent)	CEO	COO, Recruitment Consultant	CEO	January 1, 2021
3.5	Recruit Manager Operations (permanent)	CEO	COO, Recruitment Consultant	CEO	April 1, 2021
3.6	Hire asset management technologist	Mgr. Eng.	COO, JH	CEO	Sept. 1, 2020
3.7	Hire admin assistant	COO	Mgr. Eng., RM	CEO	Oct. 1, 2020
3.8	Recruit or hire superintendents	Mgr. Op	Mgr. CS, JH	CEO	June 1, 2021
3.9	Recruit permanent CEO	Board	Interim CEO, COO	Board	April 30, 2022



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 1: Approval and Funding.				
Step 4: License Agreements				
Finalizing BCRs will enable licensing/land access agreements to be drafted and completed with participating First Nations Bands. The AFNWA and its legal team will work directly with First Nations lands departments, ISC, the Department of Justice to create land access/license agreements that will both allow the AFNWA to enter communities, exclusively work on water and wastewater infrastructure, and indemnify Chiefs and Councils for water quality.				
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date
1.0				
1.1	COO	ISC, Dept Justice, community representatives McInnes Cooper		May 31, 2020
1.2	COO	Band representatives ISC, Operator Working Group McInnes Cooper	Band Council/ Board	
1.3	COO	Band representative ISC, Operator Working Group McInnes Cooper	Band Council/CEO Board /	October 31, 2020
2.0				
2.1				



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	<ul style="list-style-type: none"> two options to be considered 				
2.2a	Option 1- Existing community mapping, or minimum required being the list of assets that are required	Mgr. Eng.	COO, Band land manager, ISC, McInnes Cooper	CEO	December 1, 2020
2.2b	Option 2 - Mapping in connection with Asset Management Plan, Identify or confirm assets, surveyors land in question, geomatic scanning (or is this part of the AMP)	Mgr. Eng.	COO, Band land manager, ISC, McInnes Cooper	CEO	December 1, 2020
3.0	License agreements				
3.1	License agreements engagements <ul style="list-style-type: none"> interested community representatives identify elements that will used for AFNWA commitment through BCR 	COO	McInnes Cooper, RB		Fall 2020
3.2	Draft license agreements <ul style="list-style-type: none"> Generally common, accompanied with a map Specifics based on band (i.e. municipal transfer agreement)	COO	McInnes Cooper, RB	Band Council/CEO Board /	January 1, 2021
3.3	Group engagements follow up, land workshops <ul style="list-style-type: none"> Land reps from interested communities Presenting final draft 	COO	ISC, McInnis Cooper, RB, Band Council, Community	CEO	
3.4	Recommend license agreement for final approval to the Board (combine with below)	CEO	COO, RB, McInnis Cooper, Band Council	Board	April 1, 2021
3.5	Signature of license agreements <ul style="list-style-type: none"> Confirm whether condition of final funding 	CEO	COO, RB, McInnes Cooper, Band Council	Band Council/ Board	July 1, 2021



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 2: Operational Initiation.

Step 5: Implement an FSD “Hub and Spoke” operations model.

Hire all senior staff by April 2021 (one year after funding approval) with a clear preference to hire from participating Atlantic First Nations. The tasks of these managers will be to develop and adopt a formal training and development program for all staff. Furthermore, senior managers will develop Human Resource strategies that recognize the experience and knowledge of staff currently employed in water and wastewater system operation and take a consistent approach to salaries, benefits, training, and career development.

The development and implementation of the hub and spoke model is conditional upon the input of the Senior management team. When the SMT is in place a detailed implementation plan for this step will be developed.

Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date
1.0 Ontario Clean Water Agency (OCWA) Peer Review Business Case	COO	CEO, OCWA, JH, Colliers	ISC	Fall 2020
2.0 ISC accepts the Business Case (milestone)	CEO	COO, Colliers, JH	Board / ISC	April 1, 2021
3.0 Develop plan to implement hub and spoke model <ul style="list-style-type: none"> - i.e. supervisor allocation, technical supervisor set up, connections to HR strategies - consultation with future operators, Board, communities, - financials 	Mgr. Ops	SMT, JH,	CEO	Sept. 1, 2021
4.0 Regular updates to Board For information	CEO	SMT, COO	Board	Monthly



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 2: Operational Initiation.					
Step 6: Implement Transition Management.					
AFNWA appoint a dedicated transition management team. Develop an AFNWA transition management strategy and align the communications and transition management strategies to ensure effective engagement and support. This step will be maintained for the 2-year transition period.					
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date	
1	AFNWA appoint a dedicated Transition Management Team (TMT) to navigate change with external consultant as support.	SMT	COO, RB, Colliers	CEO	Starting April 2021
2*	Develop and implement Transition Management Plan - Establish transition management milestones with AFNWA, communities, Government, operators, others	SMT	COO, RB, Colliers	CEO	From June 1, 2021 to end of 2023

Phase 2: Operational Initiation.					
Step 7: Regulatory Oversight.					
AFNWA confirm regulatory Oversight Agencies with GOC. and develop a plan for implementing their requirements. As an interim step, the AFNWA and Dalhousie University will continue their work in developing a strategy for operating in an unregulated environment.					
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date	
1*	Regulatory oversight planning				



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Atlantic First Nations Water Authority Transition Period Implementation Plan

1.1	AFNWA and Dalhousie University will continue their work in developing water safety plans for operating in the interim within an unregulated environment. - NSERC application - Proposal consideration	CEO	COO, GG, ISC, Mgr. Eng., Mgr. Ops, JH	CEO	April 1, 2021
1.2	Develop (interim step) potential set of processes to facilitate auditing for compliance to benchmark standards (updated from original 2013 regulations prepared by Dalhousie)	Mgr. Ops	SMT, GG, JH,	CEO	Sept 30, 2021
1.3	Adoption of interim regulations	Mgr. Ops	SMT, GG, JH	Board	June 30, 2021
2.0	Determine long term regulations (influenced significantly by the work being conducted by the Assembly of First Nations)	CEO	SMT	Board	As Req'd
3.0	Work with Federal Government to determine Water Quality and Wastewater Effluent regulator (likely Environment Canada). Develop strategies to gain Public Servant support.	CEO	SMT, GG, ISC	Board	Sept. 1, 2021
4.0	Determine Federal financial regulator	CEO	SMT, ISC	Board	June 1, 2021
5.0	Review current composition / recruitment of additional board members				
5.1	Additional band representation	Board Executive	CEO, COO, RB	Board	As Req'd
5.2	Additional technical, SME experts - Financial, communications, legal, scientific etc.....	Board Executive	CEO, COO, JH, Colliers	Board	April 1, 2021
5.3	Appointment of a Vice Chair	COO	Board Chair	Board	May 15, 2020



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 2: Operational Initiation.					
Step 8: Operational planning.					
Senior Management team develop an operations plan that identifies AFNWA operational funding requirements including:					
<ul style="list-style-type: none"> board and management costs, operating and maintenance costs administration and accommodation costs, 					
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date	
1.0	AFNWA headquarters facility				
1.1	Develop Headquarters accommodation, space, and technical requirements (Search criteria)	COO	RM, Colliers	CEO	June 1/20
1.2	Search for headquarters accommodation on reserve. Enables temporary (medium term; 5-7 years) vs eventual construction (long term), incorporates Board direction	COO	RM, Colliers, Band Land Manager	CEO	August 1/20
1,3	Develop and Secure IT requirements, office equipment, furniture etc. Note: staged IT requirements may be required as full IT Policy will be finalized with the engaged of the Director Corporate Services.	COO	Mgr. Eng., RM, JH	CEO	Oct. 1/20
1.4	Lease & financial impact review	COO	COO, McInnes Cooper,	CEO	Sept. 1/20
1.5	Board lease approval	CEO	COO	Board	Sept.1/20
1.6	Move in to headquarters facility	COO	RM, Contractor	CEO	Oct.1/20
2.0	Develop Operations budget for 2021/22 fiscal year	Mgr. CS	SMT, COO	CEO	March 1/21
3.0	Develop Operational Plan for commencement of operations	Mgr. Ops	SMT, COO, Consultant	CEO	Jan 31/22



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 2: Operational Initiation.					
Step 9: Capital planning.					
The implementation of step 5 will allow Senior Management to develop an asset management plan within 18 months of AFNWA operations and a draft 10-year capital program based on the asset management plan. This further emphasizes the need to retain the AFNWA CEO and Manager of engineering within the first quarter of 2020-2021					
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date	
1.0*	Identify what is required specifically for the Asset Management Plan (AMP) plan <ul style="list-style-type: none"> • Develop project charter including schedule, scope etc. • Project requirements • Required consultant requirements 	Mgr. Eng.	COO, JH,	CEO	Sept 1, 2020
2.0	Develop and issue RFP for consultant to support development of AMP and 10-year capital budget.	Mgr. Eng.	Consultant, JH,	CEO	Sept 30, 2020
3.0	Organize an Asset Management Workshop for operators and technical staff of the AFNWA.	Mgr. Eng.	Consultant, Mgr. Ops, JH,	CEO	March, 2021
4.0	Develop a comprehensive AMP for the infrastructure in participating communities.	Mgr. Eng.	Consultant, SMT, JH	CEO	Sept. 30, 2021
5.0	Develop a draft 10-year capital plan that is based on the asset management plan.	Mgr. Eng.	Consultant, SMT Colliers. JH	CEO	Dec 31, 2021



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 3: Detailed Business Case and Funding					
Step 10: Risk assessment.					
Prepare a detailed risk assessment to act as an input into the detailed financial model. This will be an ongoing practice within the AFNWA. The asset management plan will identify detailed operational risks; however, it will be the prerogative of the AFNWA senior management to identify additional risks along with the appropriate mitigation strategy. Risks categories may include but are not limited to:					
<ul style="list-style-type: none"> • Economic • Social • Political • Technological • Legal • Environmental 					
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date	
1.0 Develop and issue RFP to develop Enterprise Risk Management System - Proposal consideration / external consultant	Mgr. CS	CEO, SMT, COO, Colliers	CEO	Jun 1, 2021	
2.0 Complete Enterprise Risk Management System for Approval of Board - Workshops with Board, SMT - Risk register - Timelines for review	CEO	SMT, Consultant, COO, JH, RM	Board	Nov 30, 2021	



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 3: Detailed Business Case and Funding					
Step 11: Financial Model.					
Develop a detailed financial model that incorporated inputs from the AMP, Operational plan, risk assessment and 10-year capital spending plan to identify the operational and capital funding required to operate the AFNWA for the first 25 years of operation. The model should be sufficiently detailed to consider scenarios and risks which might impact operations and service delivery. The model will be a vehicle for agreeing the funding model with GOC.					
Complete Step 11 Mar 2021					
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date	
1.0	Incorporate inputs from the AMP, Operational Plan, risk assessment and 10-year capital spending plan to identify the operational and capital funding required for the AFNWA.	Mgr. CS	SMT, Colliers	CEO	Mar 1, 2022
2.0	Finalize financial reporting				
2.1	Develop corporate financial reporting, models (operations and capital) - Management information required. - External reporting (i.e. GoC) requirements	Mgr. CS	COO, Colliers	CEO	March 30, 2022



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 3: Detailed Business Case and Funding					
Step 12: Refine Detailed Budgets and funding model.					
The intention of this step is to review the detailed financial model and risk assessment with ISC and Participating First Nations to develop/agree a detailed funding model.					
Complete Step 12 June 2021					
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date	
1.0	Review the detailed financial model with ISC and Participating First Nations to develop/agree on a detailed funding model - Informed by multiple sources including the enterprise risk management system	Mgr. CS	SMT, Colliers	Board, ISC Band Councils	Mar 1, 2022
2.0	Develop Business Plans for AFNWA Board Approval	CEO	SMT, COO	Board	
2.2	Determine Business Plans draft Table of Contents	CEO	SMT, ISC	Board	June 1, 2021
2.3	Ten Year Business Plan	CEO	SMT, COO	Board	Jan. 31, 2022
2.4	One Year Business Plan	CEO	SMT, COO	Board	Feb.28, 2022



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Phase 3: Detailed Business Plan and Funding					
Step 13 Transfer Agreement.					
Transfer Agreement will coincide with the date of AFNWA full autonomous operation. The Transfer agreement will include the agreed funding model and will address how changes such as future upgrades to regulations will be dealt with.					
Tasks	AFNWA Owner	Resources	Reviewer /Approver	Recommended Completion Date	
1.0 Determine method of funding - Order and Council; and / or - 10-year grants	CEO	SMT, ISC, COO	Board / ISC	Dec. 1, 2021	
2.0 Define Transfer Agreement financial/liability requirements - Constituent parts	CEO	SMT, COO, ISC, McInnes Cooper	Board / ISC	Dec. 1, 2021	
3.0 Final Detailed Funding Model Approval By Board	CEO	SMT, Colliers	Board	Mar 1, 2022	
4.0 The Transfer Agreement (GoC) will include the agreed funding model, regulatory oversight requirements and address how changes such as future upgrades to regulations will be dealt with - Define requirements - Will reference several documents (BCR's, License Agreement, Business Plans, regulators etc.)	CEO	SMT, ISC, COO, McInnes Cooper	Board / ISC	Spring 2022	



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Atlantic First Nations Water Authority Transition Period Implementation Plan

Resource Legend

COO – James MacKinnon	Mgr. CS – Corporate Services	Mgr. Ops - Operations	CY – Carl Yates	Colliers – Representatives based on expertise	JH – Jamie Hannam
RM – Rayleen MacDonald	Mgr. Comms – Communications & Outreach	Mgr. Eng. - Engineering	RB – Rod Burger		GG – Graham Gagnon
JP – John Paul	SMT - describe	TMT – members of SMT as assigned			

(INSERT BANDS NAME) **First Nation**

(INSERT FULL ADDRESS)

BAND COUNCIL RESOLUTION

Atlantic First Nations Water Authority

REFERENCE NO. _____

DATE OF DULY CONVENED MEETING: _____

QUORUM OF COUNCIL: _____

WHEREAS: A quorum of the (INSERT BANDS NAME) First Nation Council (the “Council”) met on the ____ day of _____ 20XX;

WHEREAS: Pursuant to the Indian Act, the Council is empowered to act on behalf of the (INSERT BANDS NAME) First Nation (the “First Nation”);

WHEREAS:

The Atlantic First Nations Water Authority (the “AFNWA”) has signed a Framework Agreement with Indigenous Services Canada, that allows the AFNWA and the Government of Canada to agree on a process that, in accordance with section 7(b) of the Department of Indigenous Services Act, will lead to the transfer to the AFNWA of all responsibility that the Minister of Indigenous Services has for the development, provision, and funding of Water and Wastewater Services.

WHEREAS:

The Framework Agreement also allows the AFNWA and the Government of Canada to agree on a process to that will provide for a long-term funding agreement with the AFNWA to provide water and wastewater services to Participating First Nation communities.

WHEREAS:

The (INSERT BANDS NAME) Band Council acknowledges that they have reviewed and understand the AFNWA Governance Manual.

WHEREAS:

The (INSERT BANDS NAME) Band Council agrees to be bound by the Atlantic First Nations Water Authority Governance Manual adopted by the AFNWA Board of Directors.

WHEREAS: The (INSERT BANDS NAME) Band Council acknowledges that the AFNWA is an independent legal entity; a not for profit organization owned by participating First Nations.

WHEREAS: The (INSERT BANDS NAME) commits to enter into the following agreements under the terms of an agreement between the AFNWA and the (Federal Government) based on the Business Plan and Transfer Implementation Plan (attached):

- A. Receive services from the Atlantic First Nation Water Authority Inc., inclusive of water and wastewater services;
- B. Enter land access agreements, or other suitable agreements with the Atlantic First Nation Water Authority Inc. where all water and wastewater infrastructure is situated;
- C. Enter into agreements to transfer physical Water & Wastewater assets to the Atlantic First Nation Water Authority Inc.;
- D. Enter into agreements to transfer of Federal funding, inclusive of Operations and Maintenance earmarked for water and wastewater and Capital expenditures;
- E. Enter into agreements to transfer and assign existing municipal service agreements to the Atlantic First Nation Water Authority Inc.
- F. To do all things necessary to effect the items referenced above and any other things to complete the agreements

NOW THEREFORE LET IT BE RESOLVED THAT:

The (INSERT BANDS NAME) Band Council approves and supports formal membership into the Atlantic First Nations Water Authority.

Signed at (INSERT BANDS NAME AND PROVINCE) this ____ day of _____ 20XX signed, in duplicate.

Chief

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

Councillor

DRAFT

John C. Lam, P.Eng.

9 Harbour Drive, Dartmouth, Nova Scotia B2Y 3N8

Tel: (902) 225-8651

Email: WaterEnvironmentSolutions@outlook.com

July 23, 2020

Atlantic First Nations Water Authority

c/o Leaders International

Suite 700, Chateau Laurier, 1 Rideau St.

Ottawa, ON K1N 8S7

Email: Joy@LeadersInternational.com (Sent by email only)

**RE: Application: Manager of Engineering
Atlantic First Nations Water Authority (AFNWA)**

Dear Ms. Beshie,

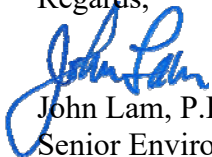
Please accept this letter and attached resume as my application for the above position. I am confident that you will find that I meet and surpass the stated requirements in the Job Profile.

I am truly excited about the potential of this opportunity. I would relish the chance to build and be part of a team to work on a progressive solution to water and wastewater systems on First Nation communities in the region. Technical problem solving, mentoring of staff, and achieving tangible results are all aspects that are highly motivating for me. I have experience that is particularly relevant to this position, as follows:

- I was a founding member and managing partner of a water and wastewater process design firm. My experience in creating and running that consulting firm of up to 12 staff for 20 years should serve me well in building and managing the team for AFNWA.
- While working as the Regional Municipal Engineer in Kivalliq Region of Nunavut, I was responsible for municipal infrastructure in seven Indigenous communities. Duties included community consultation to identify infrastructure needs, preparation of 5-year capital plans and program delivery.
- While working as the Regional Manager of Dillon Consulting, I was responsible for managing the engineering staff in the Yellowknife office, as well as overseeing all work undertaken by Dillon in the Northwest Territories (which at the time included Nunavut).

References can be provided upon request. I would welcome the opportunity to discuss this position further at your convenience.

Regards,



John Lam, P.Eng.

Senior Environmental Engineer

Class I Wastewater Treatment Operator

attachment: Resume

CONTACT INFORMATION

Address: 9 Harbour Drive, Dartmouth, NS B2Y 3N8

Phone: (902) 225-8651

Email: WaterEnvironmentSolutions@outlook.com

HIGHLIGHTS

Understanding the role:

My skills and experience in the following areas will serve me well in this position:

- **Demonstrated leadership, interpersonal skills and team building.** I have 26 years of senior management experience, leading multidisciplinary project teams, and managing fields of practice and staff at the corporate level. I was a founding member and for 20 years managing partner of a water & wastewater process design firm in Dartmouth. Recognized by peers for outstanding contributions to the wastewater industry, I was selected to be a member of the 5S Society (Select Society of Sanitary Sludge Shovelers), administered by the Water Environment Federation (<https://www.wef.org/membership/awards-recognition/ma-5s-society/>).
- **Expertise in developing engineering solutions to municipal infrastructure problems.** I have completed numerous audits, troubleshooting investigations and plant optimizations of municipal infrastructure. Spending time to investigate and assess relevant facts, and to discover underlying issues affecting facility performance, is crucial to achieving the right solution. I am adept at developing solutions to municipal infrastructure problems.
- **Working effectively with stakeholders.** I have experience working with a wide range of stakeholders, often with diverging opinions and views, e.g. the general public, Indigenous communities, special interest groups, elected officials, regulators, developers, contractors/suppliers, and consultants/service providers.
- **Knowledge of and experience with working and living in Indigenous and other cultures.** Through my work, I completed projects for First Nations communities at Pictou Landing, Membertou, Waycobah, Acadia, Glooscap, Moose Factory, Ontario, and various locations in NWT and Nunavut. I have facilitated consultations with First Nation/Indigenous communities, including public and council meetings. Some of these meetings were conducted through interpreters, which added a layer of complexity in communications. I have learned that it is important to understand nuances in the way different cultures and individuals participate in discussions and provide feedback. In my personal time, I developed and participated in a race unity program at the IWK Hospital consisting of music and stories for children. While living in the Northwest Territories (now Nunavut), my family enjoyed being part of the Indigenous communities of Rankin Inlet and Yellowknife. My family attended and participated in various First Nations celebrations in Nova Scotia and New Brunswick.

Management and communication:

- Led a team of 12 professional engineers/scientists/technicians as managing partner of a water and wastewater process engineering consultancy for 20 years. In that role, in addition to managing projects, I was responsible for quality control of technical work by others, and standardizing records, documents and work procedures.

- Successfully formed complex and multi-disciplinary project teams (design and design-build) for a wide range of projects in local and remote locations. Throughout my career, I built cohesive teams working closely on common goals.
- Demonstrated strength in verbal and written communication skills in project team setting, mentoring, client liaison, preparing and delivering technical training courses and public consultation including **First Nation/Indigenous** community consultations.
- Managed heavy technical workloads, corporate administration, proposals and volunteer duties on boards and committees.
- Acted as mentor to engineers-in-training for Engineers Nova Scotia as well as junior engineering and technical colleagues at work.
- Developed and delivered technical and continuing education courses for Nova Scotia Environment staff, Atlantic Canada Water & Wastewater Association, Maritime Provinces Water & Wastewater Association, Dalhousie University, Saint Mary's University and Nova Scotia Community College.
- Served as board and committee member for Consulting Engineers of Nova Scotia, Engineers Nova Scotia, and Atlantic Canada Water & Wastewater Association, CCME Municipal Wastewater Project Team.

Knowledge and experience:

- Acquired over 30 years of water and wastewater engineering experience throughout Nova Scotia and Atlantic Canada, as well as Northwest Territories/Nunavut, Ontario, British Columbia, Bermuda, and Europe.
- Managed the design/study/operations/troubleshooting of nearly 100 municipal and private water and wastewater treatment facilities.
- Developed and managed a capital plan for the Kivalliq Region of Nunavut (formerly Keewatin Region) with an annual budget in excess of \$1 million.
- Recognized and appeared as a wastewater specialist in the courts in Nova Scotia.
- Authored the 2006 revisions of the *Atlantic Canada Wastewater Guidelines Manual for Collection, Treatment, and Disposal*. Prepared terms of reference for the current updating of this and the water supply guidelines. Currently representing Nova Scotia in this project.
- Acquired a wide range of knowledge in topics including water reuse, evapotranspiration of effluent, nutrient control, aluminum release from WTP residuals, stormwater management, groundwater quality assessment, leachate treatment and solid waste management, composting facilities, septage management, biosolids management, landfill gas, and odour control.
- Made significant contributions to the development of innovative enhancements to water and wastewater treatment technologies.

Plant operations and operator support:

- As Class I Wastewater Treatment Operator, operated 20 WWTPs in the NS, PE and Bermuda.
- Conducted operator training for numerous water and wastewater treatment plants.
- Conducted plant audits (including use of Composite Correction Program) and troubleshooting of water and wastewater treatment facilities.
- Prepared standard operating procedures for municipal wastewater treatment plants.
- Developed operator certification program for Bermuda. The key objective of this initiative was to raise local (Bermudian) resources to be able to operate wastewater treatment plants on the island, to displace the importation of expertise from outside the country.

WORK HISTORY

Recent Experience

2018 - present Nova Scotia Environment, Sustainability and Applied Science Division

- Senior Water & Wastewater Process Engineer
- Program Lead for Wastewater Program
- Co-administrator for Certification Program

2016 – present *John Lam Water Environment Solutions*

- President, Lead Technical Trainer

2016 – 2018 EXP Services Inc.

- Senior Environmental Engineer

2014 – 2016 Stantec Consulting Ltd. (Dartmouth, NS)

- Director of Water & Wastewater Process Engineering, Atlantic Canada

1994 – 2014 ABL Environmental Consultants Limited (Dartmouth, NS)

- Founder, Vice President, Managing Partner, Senior Environmental Engineer

1992 – 1994 UMA Engineering Ltd. (Halifax, NS)

- Senior Environmental Engineer

Prior Experience

Dillon Consulting Ltd. (Halifax, NS): Senior Environmental Engineer

GCG Dillon Consulting Ltd. (Yellowknife, NWT): Regional Manager for NWT and Nunavut

Municipal Affairs, Government of NWT: Regional Municipal Engineer (Kivalliq Region, Nunavut)

Public Works, Government of NWT: Project Officer (Kivalliq Region, Nunavut)

Acres Consulting Services (Halifax, NS): Civil Design Engineer

EDUCATION

B.Sc. Civil Engineering (Hydraulic Structures & Environmental), University of New Brunswick, Fredericton, NB (1980)

Sanitary Landfill Leachate & Gas Management, University of Wisconsin-Madison (1993)

PROFESSIONAL ASSOCIATIONS

Engineers Nova Scotia

Water Environment Federation

Atlantic Canada Water & Wastewater Association

Class 1 Wastewater Treatment Operator, NSE

Institute for Sustainable Infrastructure, Envision Sustainability Professional (ENV SP)

WASTEWATER EXPERIENCE

Sequencing batch reactor WWTPs (20), various locations in Atlantic Canada and Bermuda Tertiary WWTP, Greenwood, NS (largest tertiary activated sludge WWTP in Eastern Canada) Groundwater monitoring programs (multiple years), **Pictou Landing First Nation** Audit/assessment of 30 WWTPs, various locations Atlantic Canada, **Nunavut** and Bermuda Windsor WWTP, Windsor, Nova Scotia

Biosolids dewatering using geotextile bags, various locations, NS Moving bed bioreactor WWTP, Lunenburg, NS (detailed design, operator support) Activated sludge WWTP, CFB Gagetown, NB (optimization)

Sonesta Beach Resort STP, Bermuda (design-build, operations of SBR with water reuse) Tertiary lagoon WWTP, Antigonish, NS (detailed design, operator support)

Halifax Harbour Solutions Project, Halifax, NS (Owner's Engineer for process, project manager) Recirculating sand/packed bed filters, various locations in Atlantic Canada

Wastewater Collection & Treatment Guidelines, lead author 2006 update, 2020 steering team Odour control for WWTPs and pump stations in Atlantic Canada, Bermuda and Ontario

Pump stations and forcemains (40), various locations in Atlantic Canada and Ontario Wastewater treatment plant operations (20), various locations in Atlantic Canada and Bermuda Industrial wastewater treatment facilities (30), various locations in Atlantic Canada and Europe

POTABLE WATER EXPERIENCE

WTP residuals management, JD Kline, Antigonish, Neils Harbour, Glace Bay, NS Water treatment options, Petit-Rocher, NB

Bennery Lake WTP plate settlers, Enfield, NS

Drinking water assessment, **Acadia First Nation**, Gold River, NS

Water intake pre-design, **Moose Cree First Nation**, Moose

Factory, Ontario Watermain extension, **Membertou, NS**

Water intake configurations, Great Lakes, Ontario

Lime and caustic feed systems, JD Kline

WSP, Halifax, NS Windsor WTP soda ash

System, NS

Potable and Non-Potable Water Systems

Assessment, Bermuda Baker Lake Water

Supply, **Baker Lake, Nunavut**

Water supply reservoirs and truckfill stations, **Naujaat (Repulse Bay), Coral Harbour, Nunavut**

Water Treatment Piloting, Springfield Estates,

Beaver Bank, NS Water Treatment Plant,

Sherbrooke, NS

Adam E. Gould

10 Bradley Street • Membertou, NS • B1S 3M4 • (902) 371-1025 • adamegould@gmail.com

Leaders International
1 Rideau Street
Suite 700
Ottawa, Ontario K1N 8S7

Thursday, September 3, 2020

Dear Executive Searchers,

With sincere confidence and integrity, I offer this letter and attached resume as application for Atlantic First Nations Water Authority's (AFNWA) Manager of Communications and Outreach. My combined education and experience working with Mi'kmaw communities and Indigenous organizations have prepared me for this great responsibility.

Experience-wise, my professional career may seem modest, the past decade involves roles as Communications Officer with The Confederacy of Mainland Mi'kmaq, and Tripartite Liaison for Union of Nova Scotia Mi'kmaq (UNSM), both registered not-for-profit tribal councils. For UNSM, I also operate the public relations (PR) and communications functions. It encompasses aspects from disciplines including marketing, media relations, journalism, finance, public speaking, and facilitation.

My education is unique as an Indigenous person, as the first and only Mi'kmaq to earn a Master of Arts in Intercultural and International Communication from Royal Roads University (2011). Prior studies include a Bachelor of Public Relations (2008) and Bachelor of Arts (anthropology-sociology). We as communications and PR practitioners already possess a diverse and valuable skill set. My skillset is only enhanced by undergraduate studies in social sciences. Master's study would combine both academic and practical methods, while elevating them to the next level.

The Mi'kmaq-Nova Scotia-Canada Tripartite Forum is one of the greatest concepts ever designed; it allowed me to work with reps of federal and provincial departments, all 13 Chiefs and our communities, and professionals from Nova Scotia's Mi'kmaw organizations. Working for different boards and respective councils as a communications rep and liaison have made my qualifications a direct match for those sought by AFNWA.

Thank you for your time, consideration, and I look forward to discussing my credentials with you. It will be an honour to continue working for my nation as Manager of Communications and Outreach for Atlantic First Nations Water Authority.

Wela'liek,

Adam E. Gould

Adam E. Gould

10 Bradley Street • Membertou, NS • B1S 3M4 • (902) 371-1025 • adamegould@gmail.com

Professional Experience

Union of Nova Scotia Mi'kmaq

07/2017 – present

Membertou, NS

- Report work of Mi'kmaq-Nova Scotia-Canada Tripartite Forum to UNSM board, receive direction;
- Participate actively on Steering Committee, any sub-committees, and Working Committees;
- Report and resolve organizational and operational issues of the Working Committees;
- Implement other Steering Committee workplan activities including Tripartite Forum annual assembly.

Membertou Band Council

10/2014 – 07/2017

Membertou, NS

- Coordinated and contributed to event and meeting process for community and corporate events, creative content for external marketing and internal communications materials;
- Wrote, edited, published of communications documents such as newsletter, speaking notes, annual report, media relations materials;
- Lead two (2) staff members, and successfully managed annual budgets;
- Oversaw and facilitated social media, website content, and Membertou Youth Chief and Council.

Elections Canada

09/2019 – 10/2019

Sydney, NS

07/2015 – 10/2015

- Canvassed community, updated voter registry list addresses, registered first-time voters;
- Hosted registration and information booths at various events, recruited polling staff;
- Informed voters of elections changes, polling stations, election and advance polling dates.

Mi'kmaq – Nova Scotia – Canada Tripartite Forum

11/2010 – 10/2014

Truro, NS

- Produced internal and external communications materials including newsletter, annual report, information sheets, speaking notes, advertisements and edited full reports into executive summaries;
- Updated and coordinated the organization website regularly;
- Ordered promotional items annually and distributed items accordingly at events and meetings;
- Successfully managed small fiscal budget.

Communications Nova Scotia

05/2010 – 08/2010

Halifax, NS

- Conducted research on energy sustainability and healthy workplaces;
- Planned extensively with management on new strategies for *ReThink* initiative;
- Booked regular meetings for *ReThink* working committee, prepared agendas and minutes.

Membertou Radio Association

05/2008 – 12/2008

Membertou & Halifax, NS

- Managed three (3) staff;
- Covered events for Membertou Radio and Membertou Corporate Division;
- Oversaw all major station projects including rebranding and relocation.

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Membertou Corporate Division

Halifax, NS

09/2007 – 12/2007,

01/2007 – 05/2007

- Established link between Membertou and Mount Saint Vincent University co-op; Planned and co-chaired Membertou events for 200-300 people;
- Redesigned community newsletter, other communications materials, wrote website content.

Service Canada

Dartmouth, NS

05/2006 – 08/2006

- Facilitated communications between regional headquarters and 19 SCCY locations;
- Wrote and edited media announcements, and bi-weekly SCCY newsletter;
- Event support at Canada Skills Competition, Black Business Initiative Summit, Workforce Connex.

Indigenous Affairs and Northern Development Canada

Halifax, NS

08/2004, 10/2005

- Operated the 'INAC' kiosk at the Canada Pavilion at Tall Ships Festival and Maritime Fall Fair;
- Promoted Aboriginal culture, issues, awareness, and information to visitors.

Mainbrace International Ltd.

Halifax, NS

02/2005 – 08/2005

- Visited NSLC stores and managers province-wide regularly and monitored sales and supplies;
- Provided support at special events (NS Rum Festival and Port of Wines Festival);
- Conducted in-store tastings of Mainbrace products as promotional work.

Skills

- Incident Command System (ICS) 200 certified;
- Professional media relations training from veteran journalist and reporter Ian McNeil;
- Excellent communication skills (oral and written), public speaking, and keyboard/typing;
- Master's level qualitative research skills, data collection, and analyses;
- Proficient in Microsoft Windows and Office, Internet, email, WordPress, Drupal, Webflo.

Education

Master of Arts in Intercultural and International Communications (Distance Learning)

2011

Royal Roads University

Victoria, BC

Bachelor of Public Relations (Co-operative Education)

2008

Mount Saint Vincent University

Halifax, NS

Bachelor of Arts in Anthropology-Sociology and Political Science

2003

University College of Cape Breton

Sydney, NS



TO: Chief Wilbert Marshall, Chair, and Members of the Board

SUBMITTED BY: original signed by
Carl Yates, M.A.Sc., P.Eng., interim CEO

DATE: September 25, 2020

SUBJECT: Private Wells and Septic Systems

INFORMATION REPORT

ORIGIN

Staff discussions with ISC managers and First Nations community operators

BACKGROUND

In recent discussion with Indigenous Services Canada [ISC] managers, they confirmed that the Government of Canada [GoC] has not funded the capital or operating costs associated with individual wells and septic systems. During our recent visits to First Nations communities' operators revealed that their responsibilities include maintenance of individual wells and septic systems as part of their day to day activities.

DISCUSSION

Like many other municipalities in Atlantic Canada, homes in First Nations communities are serviced through a combination of centralized systems, decentralized, cluster and individual household systems. In terms of the mandate of AFNWA, the utility is focused on centralized and cluster systems as they are funded by GoC as stipulated in federal policy. In the case of individual wells and septic systems, the local Band is still responsible for their upkeep and as a result, the water and wastewater operations staff are often relied on to troubleshoot problems. This is not unexpected, given the current situation but is problematic for the AFNWA, from a cost and liability perspective. From a cost perspective, ISC has confirmed that they do not fund capital and operational activities related to individual household wells and septic systems, consistent with national policy. As such, costs for these activities get absorbed through the Band public works budget and are not directly linked to water and wastewater

operations. In some First Nation communities [e.g. Indian Island, NB], the community is only served by individual wells and septic systems. In other communities, Abegweit First Nation for example, a portion of the community is serviced by a cluster septic system and due to its size would be eligible for funding from ISC. ISC has confirmed that they provide capital and operational funding for cluster systems that serve 5 or more households. These situations present unique challenges to AFNWA as only a portion of the water and wastewater servicing is funded directly by ISC.

From a liability perspective, involvement in service activities outside the AFNWA core mandate can expose the utility to litigation and invalidate any coverage offered by corporate insurance policies. Insurance companies only defend claims that relate to the insurance policy.

In light of the range of service approaches to First Nation communities, the AFNWA has two realistic options to consider. These include:

- Maintain responsibility for only central and decentralized [cluster] systems, with funding from the federal government, consistent with national policy.
- Maintain responsibility for central and decentralized [cluster] systems with federal funding support and engage in activities associated with individual well and septic systems on a fee for service basis with the Band Council.

It should be noted that municipalities in Atlantic Canada do not take any responsibility for individual wells and septic systems and all costs for this service delivery approach rests with homeowners. In that regard, servicing of individual wells and septic systems may best fit under the Housing portfolio of the Band Council mandate. Notwithstanding these nuances, if the AFNWA gets involved with the maintenance of individual wells and septic systems, a clear policy will have to be developed for a consistent approach including rates for service and standard operating procedures. Insurance coverage would also have to be obtained for this activity to minimize liability.

BUDGET and FINANCIAL IMPLICATIONS

As funding for individual wells and septic systems are not covered by federal policy, costs for activities related to these systems would have to be recovered on a fee for service basis.

Report Prepared by: original signed by _____
Carl Yates, interim CEO

Financial Reviewed by: original signed by _____
James MacKinnon, interim COO