

# Appendix C

## TERMS OF REFERENCE

### Vuntut Gwitchin Government Disbursement Committee



February 16, 2023

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#### 1.0 INTRODUCTION

- 1.1 The *Constitution and Governance Act* of Vuntut Gwitchin require that Council provide for good governance and the transparent operation of Vuntut Gwitchin Government (“VGG”).
- 1.2 Chief and Council wish to nominate a committee to be known as the VGG Disbursement Committee (the “Committee”) who will be responsible for disbursing designated program funds on behalf of VGG in a transparent and responsible manner.

1.3 Any words used in these Terms of Reference that are not defined have the meaning given to them in the *Constitution* or the *Governance Act*.

## 2.0 PURPOSE AND ROLE

2.1 The purpose of the Committee is to disburse programs funds on behalf of VGG following best practices and in a manner that is aligned with the values, goals and objectives of the Vuntut Gwitchin First Nation.

2.2 The Committee will make decisions regarding the disbursement of funds under the following programs:

- a) Housing
- b) Post-Secondary Education;
- c) Youth Enhancement Fund;
- d) Scholarships, Bursaries, Grants;
- e) Employee Incentives/Long Service Awards; and
- f) General Funding requests, including any specific requests for funding that is not otherwise identified under existing programs.

2.3 The Committee will disburse funds in accordance with established program criteria.

2.4 The Committee will work closely with the Finance Director and Finance Manager to identify all costs associated with the work of the Committee so that those costs can be included in the annual budget and approved before the Committee makes any expenditures.

2.5 The Committee will engage with Chief and Council, the Elders Committee, the General Assembly, and the Executive Director of VGG.

## 3.0 MAKE-UP OF THE COMMITTEE

3.1 The Committee will consist of:

- a) Six members;
- b) One non-voting, ex officio member will be either the Finance Manager or the Finance Director and they will play the role of Chair;
- c) Five members will be Citizens; and
- d) At least one member who is not the Chair will be from the Elder's Council or an acknowledged Elder.

## 4.0 APPOINTMENT AND REMOVAL

- 4.1 The membership of the Committee will be determined by Chief and Council after consulting with the Chair, taking account of the balance of skills and expertise necessary for the Committee to perform its role and subject to specific requirements or directions of the General Assembly.
- 4.2 Members will be appointed to hold office for a period of two years with a possibility of one renewal.
- 4.3 Specific criteria for membership will normally include:
- a) other than the Chair, members must be Vuntut Gwitchin Citizens;
  - b) an established record of community involvement and a reputation for objectivity and thoughtfulness;
  - c) a demonstrated commitment to the success and operation of the VGG and the Vuntut Gwitchin community;
  - d) good communication skills; and
  - e) the ability to attend real or virtual meetings of the Committee.
- 4.4 Members who miss more than two meetings in a row without a good reason may be removed and replaced on the request of the Chair or by Chief and Council.
- 4.5 Members serve at the pleasure of Chief and Council and may be removed from the Committee without cause.

## 5.0 QUORUM

- 5.1 Quorum for doing the business of the Committee will be three (3) voting members.

## 6.0 POWERS AND DUTIES OF THE COMMITTEE

- 6.1 All applications for disbursement decisions to the Committee must be submitted with required documentation on or before the date set out in the Program Directives and the Committee may reject any late or insufficient applications.
- 6.2 The Committee will review all complete applications individually or collectively before rendering a decision.
- 6.3 All funding must be used in compliance with program conditions and restrictions and the Committee will report to Chief and Council on any suspected or proven non-compliance.
- 6.4 The Committee will determine at its sole discretion to pay or not pay or reduce expenses that it deems unreasonable.
- 6.5 In the event that the Committee is unable to make a decision, the question will move to Chief and Council for decision.

- 6.6 The outcome of the decisions of the Committee will be provided to the applicants by letter within three days of a decision being made and notification may occur by fax or email where the applicant has provided the relevant contact details.

## 7.0 REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee will report formally, regularly and on a timely basis to Chief and Council and the General Assembly on the Committee's activities. This includes quarterly verbal updates with written summaries on the Committee's activity, the submission of Committee minutes, and an annual written report, including a Conflicts of Interest report. The annual report will cover the fiscal year and be due to Chief and Council three months following the end of each fiscal year.
- 7.2 The Committee, through the Executive Director, will bring to the specific attention of Chief and Council any significant matters under consideration by the Committee.
- 7.3 The Committee will ensure appropriate escalation arrangements are in place to alert Chief and Council and the Management Team of any urgent or critical matters that may affect the operation or reputation of VGG.
- 7.4 The Committee will perform an annual review of the areas of funding, the criteria for funding, and the overall work of the Committee to ensure they reflect the intent, objectives and priorities of the Committee and of the VGG. This will be part of the annual report.

## 8.0 ADMINISTRATIVE AND TECHNICAL SUPPORT

- 8.1 The provision of administrative support, if required, will be discussed between the Chair and the VGG Executive Director.
- 8.2 The Chair will arrange for the provision of advice and support to Committee members on any aspect related to the conduct of their role.
- 8.3 VGG Program area Directors will provide briefings and briefing materials to the Committee to support informed decision-making. Directors will work with the Chair on scheduling and coordinating information flow.

## 9.0 COMMITTEE MEETINGS

- 9.1 The Chair is responsible for organizing Committee meetings, preparing and distributing agendas, materials and minutes.
- 9.2 It is expected that all major decisions will be approved by consensus and, failing that, by majority vote.
- 9.3 Meetings will be held as the Chair of the Committee deems necessary and their occurrence will be consistent with departmental processes, but will happen

quarterly at a minimum or at the behest of Chief of Council or the Executive Director.

- 9.4 Meetings will be held in person in Old Crow when possible but may be held by electronic communications means, provided that each member in attendance can clearly hear and participate.
- 9.5 Departmental representatives may be invited to attend meetings as advisors but will have no voting rights unless they are appointed to the Committee.
- 9.6 The Committee will ensure that all conditions and restrictions are met under the relevant program and under any contribution agreement affecting the program.
- 9.7 The Committee will conduct its activities in a fair and transparent manner.
- 9.8 The Committee may hold an in-camera session when private information is to be discussed but minutes will be kept and those minutes will be sealed and provided to Council under confidential cover.

## 10.0 RELATIONSHIPS AND ACCOUNTABILITY

- 10.1 The Committee is directly accountable to Chief and Council for its performance in exercising the functions set out in these terms of reference.
- 10.2 The Committee will adhere to the VGG's corporate standards, priorities, requirements and highest standards of equality and human rights when conducting its business.

## 11.0 CONFLICTS OF INTEREST

- 11.1 The Committee members will take and adhere to the VGG oath of confidentiality.
- 11.2 The Committee members will abide by the Conflict of Interest Policy attached hereto as Schedule 'A'.
- 11.3 Any declared conflict of interest will be recorded and will form part of a conflicts of interest report to be submitted annually with the Committee reports.

## 12.0 REVIEW

- 12.1 These Terms of Reference will be reviewed annually by Chief and Council and the Committee.

## Schedule 'A': Conflict of Interest Policy

### **General Policy**

1. Members of the Committee are to work at all times in the best interests of VGG. Members will not place themselves in a position which may result in a perceived, or real conflict between the interests of the VGG and the interests of the Member or a member of their immediate family.

### **Understanding Conflict of Interest**

2. A conflict of interest is a situation where a person or their immediate family has a personal interest that makes it appear that the interest could impact their actions, decision-making, or choices in their official role or duties. A conflict is a perceived or real situation where it appears that the person's objectivity about a decision might be interfered with because of their personal relationships. For example, a Committee Member whose grandchild wished to apply for an educational bursary from VGG would be in a conflict of interest when a decision is being made by the Committee whether or not to award that bursary.

### **Definition of "immediate family"**

3. "Immediate family" means relations to the member including grandparents, parents, siblings, children, and grandchildren. These include both birth relations and in-law relations, including common-law. A member may also be in a conflict for anyone else that may impact the member's neutrality decision due to their relationship.

### **Specific Policies**

4. Directors or members of their immediate family will not misuse for profit, political gain, or personal gain any VGG-provided information, resources, monies, property or an opportunity obtained because of the Member's role on the Committee.
5. Members will not take part in reviews, discussions, or decisions which involve an immediate family member of the Member.
6. Members will not take part in reviews, discussions, or decisions involving a business or an organization in which the Member or a member of their immediate family has an interest or is in some way involved.

### **Declaration of a Conflict of Interest**

7. It is the personal responsibility of a Member to declare any perceived or real conflict of interest to the other Members of the Committee immediately upon

becoming aware of one. When they have declared a conflict of interest, they will remove themselves from the review, the discussion, and any decision-making about the relevant application.

8. Failure of a Member to declare a perceived or real conflict of interest involving the Member or a member of their immediate family will be viewed as a breach of appropriate conduct and subject to discipline, removal from the Committee, and, at the discretion of the Council, cancelation of any approved funds if the Member can be said to have influenced a decision about the disbursement of those funds.
9. There may be circumstances where Members who are not in conflict may not be sufficient to form a quorum; in those cases, the Members may request that Council appoint individuals to act as temporary, *ad hoc*, Members for the purposes of the review in question.

#### **Action to be Taken When There is a Conflict of Interest**

10. All perceived or real conflicts of interest will be reviewed immediately and with due diligence, to determine the appropriate steps to protect the integrity of both the Member and the Committee, and where appropriate, to determine the necessary course of action.