



CHARTER OF CHIEFS OF ONTARIO (COO)

June 2022

Secretariat Office

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CHARTER OF CHIEFS OF ONTARIO (COO)

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CHARTER OF CHIEFS OF ONTARIO (COO)



PREAMBLE

The Chiefs in Ontario affirm that the First Nations possess the inherent right of self-determination. This is the defining measure of nationhood. It is the responsibility of individual First Nation governments to exercise this jurisdiction through the passage of laws, development of program and other initiatives.

The Chiefs of Ontario shall support First Nations in the exercise of their inherent right.

The international Treaties entered into by First Nations shall be respected. This includes Treaties entered into before first contact with the European settlers, and Treaties entered into after first contact. The Treaties are the foundation of a harmonious relationship between First Nations and Canadian governments.

There is a sacred trust and fiduciary relationship between First Nations and the Crown in right of Canada.

MISSION STATEMENT

ARTICLE 1

The Chiefs of Ontario supports all First Nations in Ontario as they assert their sovereignty, jurisdiction, and their chosen expression of nationhood.

VISION STATEMENT

ARTICLE 2

First Nations in Ontario are united towards self-sufficiency and vibrancy while never forgetting who we are; this unity is facilitated through the Chiefs of Ontario. We envision a future where our inherent laws, lands, and traditions are recognized and respected by governments, industry and the general public.

PRINCIPLES

ARTICLE 3

1. There is a sacred and fiduciary relationship between First Nations and the Crown in right of Canada.
2. Relationships between First Nations shall be governed by the values held in the Great Law and the Seven Grandfather Teachings, which include love, kindness, sharing, respect, truth, courage and humility.
3. The Elders shall be respected. They are keepers of the traditional law.
4. The regional and other differences among First Nations in Ontario shall be respected.
5. The protection of All First Nation languages and culture is a key priority.
6. All matters shall be considered with future generations in mind.

MANDATE

ARTICLE 4

1. To support the advancement of the rights and interests of First Nations people in Ontario.
2. To restore and enhance the relationship among First Nations in Ontario, the Crown and the people of Canada.
3. To work in coalition with other organizations that advance the rights and interests of Indigenous People.
4. To provide research, coordination, analysis and political advocacy on issues of common concern affecting the First Nations people in Ontario, as mandated by the Chiefs in Assembly from time to time.

MEMBERSHIP

ARTICLE 5

All 133 First Nations in Ontario have the right to be Members of the Chiefs of Ontario.

ENTITIES

ARTICLE 6

1. The following are established as principal entities within the Chiefs of Ontario:
 - Chiefs-in-Assembly;
 - Ontario Regional Chief;
 - The Leadership Council;
 - The Board of Directors;
 - The Secretariat;
 - The Elders Council;
 - The Women's Caucus; and,
 - The Ontario First Nations Young Peoples Council.
2. From time to time, the Chiefs in Assembly may find it necessary to establish other entities.

THE CHIEFS-IN-ASSEMBLY

COMPOSITION

ARTICLE 7

1. The Chiefs-in-Assembly shall consist of all the Chiefs of those First Nations who exercise their right to be Members of the Chiefs of Ontario.
2. Each First Nation shall have one representative in the Chiefs-in-Assembly.

3. In the absence of a Chief of a First Nation, designated representatives, who are accredited officially in writing by a First Nation for that purpose, may participate in the Chiefs-in-Assembly.

FUNCTIONS AND POWERS

ARTICLE 8

1. The Chiefs-in-Assembly is a forum for First Nations to conduct nation-to-nation discussions, consultations and deliberations and to collaborate on any matter within the jurisdiction of First Nations.
2. The Chiefs-in-Assembly has power:
 - a. To discuss any matter related to the conduct or operations of any political entity of the Chiefs of Ontario and to make binding decisions regarding such matters.
 - b. To make decisions on any subject matter that Chiefs of First Nations desire to initiate or undertake co-operatively and collectively through the Chiefs of Ontario.
 - c. To delegate authority, mandates, tasks, responsibilities or duties to the Chiefs of Ontario whenever such delegation is deemed necessary by the Chiefs of the First Nations.
 - d. To ensure that the positions and directions given by First Nations are implemented and to take disciplinary measures whenever the sacred trust and duty to perform and adhere to, in strict compliance with the delegation, is deliberately breached.
 - e. To instruct the Leadership Council to oversee the implementation of its decisions regarding any subject matter of a fundamental nature that may affect the jurisdiction, rights and survival of First Nations.
 - f. To discipline, suspend or expel the Ontario Regional Chief as per the process set out in Article 17 of this Charter.
 - g. To ensure that the Principles enumerated in Article 3 are maintained and put into practice in relation to the role and function of the Chiefs of Ontario and all its regions.
 - h. To be, in general, the sole legitimate inherent source of what the Chiefs of Ontario is, what it can do and what it may become in the future.

DECISION MAKING

ARTICLE 9

1. Decisions of the Chiefs in Assembly shall be made as far as possible by consensus or general agreement. When all efforts at achieving consensus have been exhausted without success, decisions shall be recorded via resolution voted on by 50% plus 1 of all registered Chiefs and proxies in attendance at a particular meeting.
2. In the event of voting, each member shall have one vote, which may be exercised by proxy.

ASSEMBLIES

ARTICLE 10

The Chiefs-in-Assembly shall meet in the regular annual All Ontario Chiefs Conference in the months of June or July and in such Special Chiefs Assemblies as occasion may require. The Leadership Council may move, in accordance with procedures set out in the Leadership Council terms of reference, to convene a Special Chiefs Assemblies on an urgent basis with a minimum of 5-7 business days' notice and depending on the availability of resources.

PROCEDURE

ARTICLE 11

The Chiefs-in-Assembly shall adopt its' own Rules of Procedure.

THE LEADERSHIP COUNCIL

ARTICLE 12

The Leadership Council shall have a Terms of Reference that outlines their roles, responsibilities, mandate and accountability, etc. that shall be reviewed and amended every three years.

The Leadership Council approved their current Terms of Reference, which is appended to this Charter at Appendix B.

THE BOARD OF DIRECTORS

COMPOSITION

ARTICLE 13

1. Membership in the Corporation shall consist of the following societies or corporations, including their successors as they may be named from time to time:
 - The Association of Iroquois and Allied Indians;
 - The Grand Council of Treaty No. 3;
 - The Nishnawbe Aski Nation; and,
 - The Union of Ontario Indians.
2. The role and function of the Board of Directors are outlined in By-law No. 2 Indian Associations Co-ordinating Committee of Ontario Inc. (the "Corporation"0).
3. The Board of Directors shall administer and govern the Secretariat in the best interests of, and in order to best serve, the communities in Ontario represented by the Chiefs in Assembly.
4. The Board of Directors shall report to the Chiefs in Assembly on its composition and activities on an annual basis, and such report shall include the presentation of a summary of the annual financial statements of the Corporation that operates the Secretariat.

ONTARIO REGIONAL CHIEF

ROLE AND FUNCTION

ARTICLE 14

5. The Ontario Regional Chief is a member of the Assembly of First Nations Executive Committee.
6. The Ontario Regional Chief coordinates political positions with the Leadership Council, and is accountable to the Chiefs-in-Assembly.
7. The Ontario Regional Chief shall make regular political reports to the Leadership Council and to the Chiefs-in-Assembly.
8. The Ontario Regional Chief has a political role and is the primary spokesperson of the Chiefs of Ontario.
9. The Ontario Regional Chief shall maintain and work collaboratively with the Secretariat in accordance with the directions set by the Leadership Council and the Chiefs-in-Assembly.
10. The Ontario Regional Chief shall act as Chairperson for Leadership Council meetings in an ex-officio capacity.
11. The Ontario Regional Chief shall develop a budget for the office of Ontario Regional Chief and shall retain support staff to work collaboratively with the Leadership Council to carry out the duties and obligations to the First Nations in Ontario.

AUTHORITY AND ACCOUNTABILITY

ARTICLE 15

1. Any authority the Ontario Regional Chief may have shall derive exclusively and entirely from the authority granted from time to time by the Chiefs-in-Assembly.
2. As a leader who exercises delegated mandates, authority, responsibilities and duties, the Ontario Regional Chief has a sacred political trust to comply in every respect with the direction given by the Chiefs-in-Assembly.
3. Upon election to Office, the Ontario Regional Chief shall sign the Oath of Office and shall abide by the terms of the Disciplinary Policy for the Ontario Regional Chief (attached as Appendix C).

ELECTION AND TERM

ARTICLE 16

1. The Ontario Regional Chief is elected by the Chiefs in Assembly by a majority of 50% plus 1 of the registered representatives of the First Nations in Ontario at an Assembly convened for the purpose of electing a Regional Chief.
2. The Ontario Regional Chief shall be elected for a three-year term and is eligible for re-election at the conclusion of the set three-year term.
3. Upon election to office, the Ontario Regional Chief shall sign an Oath of Office.
4. The Ontario Regional Chief may be removed by 2/3 of the registered representatives of the First Nations in Ontario voting in favour of removal at a Special Assembly convened for that purpose in accordance with the applicable rules and procedures set out in Appendix C.
5. In the event that the Ontario Regional Chief is removed from office in accordance with paragraph 4 of this Article; or in the event he/she dies or resigns, or is found to be medically unfit to carry on his/her duties and complete his/her term of office, the Leadership Council shall assume his/her role and function until such time as other arrangements are made by the Chiefs in Assembly.

COMPLAINTS, DISPUTES AND DISCIPLINE – ONTARIO REGIONAL CHIEF

ARTICLE 17

1. To maintain the integrity of, and public confidence in, COO and its operations, any complaints, disputes, allegations of misconduct, or substantiated media reports that allege an incident of violence, discrimination, harassment, or conflict of interest (collectively a “Complaint”) brought to the attention of the Chief Operating Officer or the LC regarding the conduct of the ORC, shall be reviewed and resolved in a timely and fair manner in accordance with Appendix “C” – Complaints and Disputes.

COMPLAINTS AND DISPUTES – LEADERSHIP COUNCIL

ARTICLE 18

1. To maintain the integrity of, and public confidence in, COO and its operations, any alleged breach of the COO LC Code of Conduct by a member of the LC (an “Alleged Breach”) brought to the attention of the Chief Operating Officer or the LC, shall be reviewed and resolved in a timely and fair manner in accordance with Appendix “C” – Complaints and Disputes.

ADVISORY COUNCILS

COUNCIL OF ELDERS

COMPOSITION

ARTICLE 19

The composition of the Elders Advisory Council shall be in keeping with the composition of the Ontario First Nations Leadership Council:

- 2 Elders (one male and one female if possible) from each of the Anishinabek Nation; Association of Iroquois and Allied Indians; Grand Council Treaty #3; Nishnawbe Aski Nation
- 2 Elders (one male, one female if possible) from Independent First Nations
- 2 Elders (one male, one female if possible) from Six Nations of the Grand River
- 2 Elders (one male, one female if possible) from Mohawks of Akwesasne
- 2 Elders (one male, one female if possible) from Mushkegowuk Tribal Council
- 1 Elder selected by the Ontario Regional Chief to be the Regional Elder

The process of selecting Elders for the Elders’ Advisory Council will be determined internally by each of the organizations/communities listed above.

ROLE AND FUNCTION

ARTICLE 20

The Ontario First Nations Elders' Advisory Council is a group of Elders who have been selected and collectively recognized by First Nations organizations/communities.

The Elders' Advisory Council is mandated by the Chiefs in Assembly to help guide the collective decision-making processes of the Ontario First Nations leadership on priority issues, providing advice based on their experience, accumulated knowledge and wisdom, as the keepers of First Nations customs, traditions and way of life.

This advisory role is carried out through meetings in advance of and participation in Assemblies and meetings of Ontario First Nations leadership, and through joint meetings with the Ontario First Nations Young Peoples Council and the Ontario First Nations Women's Caucus, in keeping with the mission of the Chiefs of Ontario.

FIRST NATIONS WOMEN'S CAUCUS

COMPOSITION

ARTICLE 21

The First Nations Women's Caucus (FNWC) should be comprised of one representative of the Nishnawbe Aski Nation, the Association of Iroquois and Allied Indians, the Independent First Nations, and Six Nations of the Grand River. A seat will remain open for the Grand Council Treaty #3.

ROLE AND FUNCTION

ARTICLE 22

The purpose of the FNWC is to act as an advisory body for the Chiefs of Ontario advocacy efforts for ending violence against women and girls, and to ensure a First Nations community-based approach is utilized in the development of a strategy to end violence against women and girls.

The FNWC is accountable to First Nations political leadership and will provide annual reports/updates at the All Ontario Chiefs Conference.

ONTARIO FIRST NATIONS YOUNG PEOPLES COUNCIL

COMPOSITION

ARTICLE 23

The Ontario First Nations Young Peoples Council (OFNYPC) shall consist of 1 male and 1 female representative from each of the four regional organizations as well as two representatives (1 male, 1 female) of the Independent First Nations.

ROLE AND FUNCTION

ARTICLE 24

The OFNYPC received its mandate through Chiefs in Assembly resolution 03/04 dated November 19, 2003. The OFNYPC will work along side the Chiefs in Assembly and the Leadership Council in their decisions relating to, but not limited to: Governance, Social Development, Economic Development, Education and Health. The OFNYPC will identify issues that affect First Nations youth in Ontario and develop projects to address them. The OFNYPC will also act as role models and ambassadors at regional, national and international forums and will promote the importance of living a healthy lifestyle.

THE COO SECRETARIAT

COMPOSITION

ARTICLE 25

The Chiefs of Ontario Secretariat shall be comprised of the Board of Directors and such administrative, technical and support staff as the Chiefs of Ontario may require.

FUNCTIONS

ARTICLE 26

1. The COO Secretariat shall function in accordance with its By-laws and will ensure the implementation of the decisions of the Chiefs in Assembly, and those of the Leadership Council consistent with the decisions of the Chiefs in Assembly.
2. The COO Secretariat shall provide administrative, technical and support services to the Chiefs in Ontario.
3. The COO Secretariat shall receive, administer and distribute monies and transact business and engage in such activities as are ancillary to, or necessary for, the realization of the decisions of the Chiefs in Assembly, the Leadership Council and the Board of Directors.

ADOPTION OF THE CHARTER

ARTICLE 27

This Charter is approved by resolution of the Chiefs in Assembly or their duly accredited representatives of the First Nations present at Virtual On Line Assembly, June 17, 2021.

AMENDMENTS TO CHARTER

ARTICLE 28

This Charter and its appendices may be amended by resolution of the Chiefs or their duly accredited representatives of the First Nations present at any Annual Meeting or Special Meeting of the Chiefs in Assembly provided that at least 60 days written notice is given to the First Nations in advance of the Annual Meeting or Special Meeting at which such amendment is to be tabled.



APPENDIX 'A'

ELECTORAL RULES FOR THE OFFICE OF THE ONTARIO REGIONAL CHIEF AND TRADITIONAL ELECTION PROCESS

1.0 CANDIDATES FOR ONTARIO REGIONAL CHIEF

1. An incumbent Ontario Regional Chief must inform the COO Chief Operating Officer of his/her intention to stand for re-election on or before three (3) months from the start of the All Ontario Chiefs Conference of the election year.
2. Should the incumbent Ontario Regional Chief decide to run for re-election, travel funds will be restricted to specific COO business in the three (3) months leading up to the All Ontario Chiefs Conference of the election year.
3. The incumbent Ontario Regional Chief shall not use COO resources or funds to campaign for re-election.
4. Any individual that has declared candidacy for Ontario Regional Chief shall not be compensated or reimbursed for any expenses related to attendance or participation in any COO-related events or meetings, as may be applicable, in the three (3) months leading up to the election.
5. An incumbent Ontario Regional Chief must inform the COO Chief Operating Officer of his/her intention to run for any other leadership position, including but not limited to National Chief of the Assembly of First Nations, no less than 60 days prior to the election date.

2.0 TIMING OF THE ELECTION

The election for the Office of Ontario Regional Chief shall take place on the morning of the second day of the All Ontario Chiefs Conference at which the election is to occur.

3.0 TRADITIONAL ELECTION PROCESS

This section outlines the process that is utilized to conduct Regional Chief elections. The sections are apportioned into three different categories: ceremonial, nominations, and election processes.

Ceremonial Processes

1. Seven pipe ceremonies during the election process
 - a. Welcome – utilize community resident pipe carrier if one is available
2. Nomination
3. Sweat lodge
4. Sunrise ceremony
5. Before election
6. Ceremony with elected Ontario Regional Chief
7. 3rd morning of the assembly
8. Sweat lodge on the night of nomination day
9. Feast after the sweat lodge
10. Sunrise ceremony – election morning
11. Grandmothers ceremony with elected Ontario Regional Chief

Nomination Process

1. Smudge building
2. Chairs for 133 Chiefs will be set in the circle.
3. Chiefs will be invited to the Circle. Invited by the drum.
4. The Election Officer will address the assembly.
5. The Oshkabewis will explain the rules prior to nomination.
6. Conduct a Chief's Introduction Circle; Chiefs will have an opportunity to introduce themselves. A microphone will be passed clockwise to each of the Chiefs – Proxies, beginning at the doorway.
7. The drum will play a second song to invite Ontario Regional Chief candidates to the Circle.

Rules:

- i. After the Chiefs Introduction Circle, candidates for Ontario Regional Chief that are not in the circle will be invited by the Election Officer to join the circle and sit next to their Nominator and Secunder. Nominators sit on the right side of the candidate; Secunder sits on the left-hand side of the candidate.
 - ii. The candidate(s) must be a citizen of a First Nation community within the Ontario Region. The nominator and secunder must be a Chief or a Proxy from a First Nation community within the Ontario Region.
 - iii. The Nominator will offer tobacco to their Nominee during the circle. If the tobacco is accepted, the Nominee is considered to have accepted the nomination.
 - iv. The Nominee will have to be seconded during the circle. Youth Council members will record the Nominations, Nominator, and Secunder, please identify yourself as a Nominator or Secunder to ensure that the proper information is recorded.
8. Elder will conduct a pipe ceremony and speak to begin the circle. Talking stick.
 9. The pipe ceremony will identify that nominations are open. No photos when the pipe and stem are together. This is a ceremonial process.
 10. The nominations for Ontario Regional Chief will occur during the ceremony. The Youth will record names of nominees, nominators, seconders. A microphone will be passed clockwise to each of the Chiefs/Proxies, beginning at the doorway to the circle.
 11. The Nominators for Ontario Regional Chief will have 5 minutes to introduce their Nominee. The Drum will keep time.
 12. The nominee will be asked whether they accept the nomination.
 13. The secunder will have 5 minutes to speak about the candidate. The Drum will keep time.
 14. The Oshkabewis will ask three times if there are any further nominations.
 15. When Elder takes the pipe apart, nominations will be closed, after the circle.

Photos may be taken after the pipe is taken apart.

16. The Oshkabewis will ask for a motion to accept the nominations.
17. Nominees will have an opportunity to address the All Ontario Chiefs Conference tomorrow morning prior to the stand-up election.
18. An optional sweat lodge will be conducted for Nominees and others that may be interested this afternoon at approximately 5:00pm. Candidates are encouraged to attend to express their intentions to the Creator, but attendance is optional. Everyone is invited to attend.
19. A feast will be held for sweat lodge participants after the sweat lodge. Candidates that were unable to attend the sweat lodge are encouraged to attend the feast.

Election Process

1. Sunrise ceremony – 6 am. Grandmothers from the PTOs and Independents will remove blanket (bonnet) from the Ontario Regional Chief. Thank the Ontario Regional Chief for their contributions to the Ontario Region.
2. The Election Officer will address the Assembly.
3. The Drum will call all Chiefs/Official Proxies to the circle for the election.
4. Each Nominee for Ontario Regional Chief will have 10 minutes to address the Assembly. The Drum will keep time. The nominees will speak by order of nomination.
5. The Chiefs of Ontario election is following the Traditional method of selecting the Ontario Regional Chief.
6. Break.
7. Drum will call Chiefs/Proxies and candidates back into the circle.
8. The Oshkabewis will confirm the number of Chiefs/Proxies that have registered with Chiefs of Ontario staff.
9. The Youth will be invited into the circle.
10. Acknowledge the Youth for the important work that they will be doing during the election

1st ballot

1. Stand-up election for the Ontario Regional Chief will be conducted. The Nominees will be called up by order of nomination and will be lined up in different directions. Elder will line up the candidates during the drum song. The candidates are lined up in directions towards the drum.
 - a. The Drum will play a drum song.
 - b. Chiefs or Official Proxies will be asked to stand behind their candidate during the drum song.
 - c. The candidates will be lined up in lines of 10 to assist the Youth in obtaining the right count.
2. Youth Council members will count the number of Chiefs/Proxies behind each candidate and report this information to the Election Officer. The Chiefs/Proxies will have yellow lanyards.
3. The candidate with the least number of Chiefs/Proxies will be asked to sit and will have 2 minutes to thank their supporters. Chiefs/Proxies will return to their seats.

2nd ballot

1. This process will continue until one candidate has the majority of the registered Chiefs/Proxies lined up behind them.
2. Announce the successful candidate. The runner(s) up will be allowed 2 minutes to thank their supporters.
3. All Chiefs/Proxies will then be asked to stand behind the successful candidate.
4. The Ontario Regional Chief will dance with all the Chiefs/Proxies. The Drum will play a unity song.
5. Break.
6. A pipe and blanket ceremony will be conducted with the Ontario Regional Chief.
 - a. Pipe ceremony by Elder, or Woman Elder, depending on if a female or male is elected.
 - b. Blanket ceremony conducted by the Grandmothers. Grandmothers will also provide instruction to the Ontario

Regional Chief, then raise the Ontario Regional Chief and wrap the blanket around her/him.

c. Religious ceremony.

11. The Ontario Regional Chief will address the All Ontario Chiefs Conference.

12. Youth set up a blanket and bring in giveaway gifts.

13. Giveaway for Nominators if applicable.

14. Giveaway. Elders. Chiefs, Community, Visitors.

15. Giveaway song.

16. Youth will serve strawberries and water.

17. The Ontario Regional Chief will sign the oath of office.



APPENDIX 'B'

LEADERSHIP COUNCIL TERMS OF REFERENCE

BACKGROUND

The Leadership Council, formerly Political Confederacy, came into existence with the formation of the Chiefs of Ontario Office in 1975 (1975 AOCC Motion #10).

AUTHORITY AND MANDATE

1. The Leadership Council (LC) is the Ontario First Nations political coordination steering committee, authorized by the Chiefs in Assembly. The authority is delegated and can be curtailed, expanded or withdrawn by any future Assembly. The LC does not have any inherent authority.
2. The LC coordinates political positions with the Regional Chief on unforeseen and urgent issues between Assemblies.
3. The LC's function is to plan and set political priorities for collective action aimed at the betterment of life in First Nations according to the directions of the Chiefs in Assembly.
4. The LC is intended to create the space for leadership to have discussion on mandated issues between Special Chiefs Assemblies and the Annual Assembly .
5. All LC decisions shall state their source of authority, whether by way of Chiefs Resolution or the responsibilities and mandate from paragraphs 2 and 4, respectively when political positions are put forward.
6. The LC is not an administrative body and is separate from the Chiefs of Ontario Board of Directors. The LC has no administrative role in the governance of the Chiefs of Ontario Secretariat.
7. A primary responsibility of the LC is to oversee the implementation of resolutions passed by the Chiefs in Assembly, particularly, but not exclusively, those resolutions that delegate implementation to the LC.
8. The LC may adopt strategic approaches to advance a consolidated approach deemed necessary to implement the resolutions and mandates passed by the Chiefs in Assembly.
- 9. The Board shall inform the LC regarding significant administrative or financial initiatives of the Secretariat.**

COMPOSITION

10. The LC is comprised of eight voting members: The Grand Chiefs or Leaders of the four regional First Nation organizations (AIAI, Grand Council Treaty #3, NAN and

Anishinabek Nation), one representative from the Independent First Nations, the Chief of Six Nations, the Grand Chief of Akwesasne, and the Grand Chief of Mushkegowuk.

11. If LC members are not available to attend any given LC meeting, they may appoint a proxy, in writing, with authority to make decisions at a LC meeting.

12. The Ontario Regional Chief shall be the non-voting chair of the LC and her/his participation does not count toward quorum. In the absence of the ORC at a LC meeting, the LC may select a chairperson for that meeting. The Chairperson shall not have a vote in the meeting.

QUORUM

13. The Quorum for holding an official LC meeting and decision-making shall be five LC members.

ADJOURNMENT

14. Where no quorum can be obtained within a reasonable time after the designated start time, the meeting shall be adjourned to a later date, subject to the general notification and other requirements. The LC members present at the adjourned meeting may discuss issues on an informal basis, but no decisions shall be taken and no official minutes shall be recorded, except a minute noting the adjournment.

ELDERS, CHIEFS AND OTHERS

15. Chiefs, Councilors and invited guests are welcome at their own expense to attend LC meetings and listen to deliberations. However, the LC may decide at any time to go in camera for part or whole of any meeting.

16. Members of OFNYPC, the Women's Caucus and the Elders' Council may appoint speakers to attend LC meetings and to provide advice on relevant issues and/or decision-making.

MEETINGS OF THE LC

17. The LC shall meet four times a year or more often if deemed necessary or to deal with urgent issues which may arise from time to time.

18. The Ontario Regional Chief (ORC) or any two LC members can call for an LC meeting to deal with an urgent matter. When an urgent meeting is called, all members of the LC shall be immediately notified by the Chiefs of Ontario Secretariat and/or the ORC's office.

19. LC meetings shall be held on a First Nation Reserve Territory when feasible.

20. Meetings may be held face-to-face, by telephone or by other electronic means.

NOTICE OF MEETINGS

21. LC consideration and decision-making shall take into account the regional, cultural and historical diversity of First Nations in Ontario.

22. If a substantive agenda item is added during a meeting, no decision can be made on that item unless there is consensus of all eight LC members. Sufficient written background material on the added item must be made available at the meeting. Any LC member may require that the added item be deferred for at least five business days to permit due consideration of the written material.

DECISION-MAKING

23. LC consideration and decision-making shall take into account the regional, cultural and historical diversity of First Nations in Ontario.

24. Every reasonable effort should be made by the LC to reach a consensus on substantive issues. Depending on the circumstances, such reasonable efforts may include deferral of an issue, commissioning an expert report, and traditional mediation.

25. When consensus cannot be achieved in a reasonable time, the LC shall make a decision by a majority vote. The vote shall be determined on a 50% plus one basis, with abstentions not counting. If there is a tie vote, no decision shall be recorded, and the matter shall be deferred for future consideration at the discretion of the LC, subject to any applicable Chiefs Assembly resolution(s).

26. Where the LC is unable to make a decision as described above, the LC may move to convene a Special Chiefs Assembly on an urgent basis with a minimum of 5-7 business days' notice and depending on the availability of resources.

27. All decisions of the LC shall be recorded by resolution.

RECORDING AND REPORTING

28. All resolutions and meeting summaries shall be recorded in official minutes, which shall be sent by COO to LC members within 10 business days of each meeting.

29. A LC report shall be sent to all First Nations once each quarter of the COO fiscal year.

30. The LC shall present a report/update at each Chiefs Assembly.

CONFLICT OF INTEREST

31. Any perceived or real conflict of interest shall be disclosed to the LC before a matter is discussed. The LC will determine whether there is a conflict. The member in conflict will leave the room until the discussion is complete and shall not attempt to influence the discussion or decision-making process.

PORTFOLIOS

32. The LC members and the ORC shall allocate the portfolios. Each allocation is subject to the consent of the respective LC member.

33. Deputy Grand Chief's from Provincial Territorial Organizations, and independent and/or unaffiliated Chief's, may also be assigned portfolio's, subject to the approval of the LC.

34. The role of the portfolio holder is to provide advice and guidance to a specific COO committee or working group. The portfolio holder and committee provide recommendations and advice to the LC and Chiefs in Assembly.

35. A list of portfolios shall be appended to this Terms of Reference and updated as portfolios change.

COMMITTEES, ROUNDTABLES, AND WORKING GROUPS

36. The LC may establish committees and other similar entities, whether ad hoc or standing, to fulfill any part of its mandate or responsibilities.

37. The LC may appoint LC members and others to represent Ontario First Nations on various AFN and other committees, fora, and entities.

38. Subject to financial resources, COO shall provide technical assistance to each committee.

39. All committees created by the LC shall be accountable to the LC and the Chiefs in Assembly through regular reporting at scheduled meetings.

REVIEW

40. The LC will review the terms of reference every three years at the commencement of a new term of the Ontario Regional Chief.

41. Amendments to this terms of reference must be approved by the LC and presented to the Chiefs in Assembly for approval.

CHIEFS OF ONTARIO SECRETARIAT

42. The COO Secretariat, in coordination with the Regional Chief's office, shall organize the holding of all LC meetings and initiate any follow-up action in cooperation with the Ontario Regional Chief. The Chief Operating Officer may delegate follow up responsibilities to staff as resources permit.



APPENDIX 'C'

LEADERSHIP COUNCIL CODE OF CONDUCT

PURPOSE

This Code of Conduct sets out the standard of conduct expected of members of the Leadership Council (“LC Members”) when undertaking work on behalf of Chiefs of Ontario:

INTERPRETATION

In this Code of Conduct,

“Confidential Information” means any information, whether it is communicated verbally, or by written or electronic means, that is acquired by an LC Member in their capacity as such and that constitutes personal information, information that LC is required by law or contract to keep confidential, or information that LC, acting reasonably, determines must be kept confidential in the best interests of the Chiefs of Ontario;

“Conflict of Interest” means any situation in which an LC Member either uses, or may reasonably be perceived to be using, their position and involvement with the Chiefs of Ontario to garner a benefit or advantage for themselves or a Family Member;

“Harassment” means a course of vexatious comment or conduct that is known or ought reasonably to be known to be unwelcome or unwanted by a reasonable person;

“Family Member” means a father, father-in-law, step-father, step-father-in-law, mother, mother-in-law, step-mother, step-mother-in-law, foster parent, sister, sister-in-law, brother, brother-in-law, spouse, common-law partner, child, step-child, grandchild, step-grandchild, ward of the LC Member, grandparent, grandparent-in-law, great-grandparent, great-grandparent-in-law, and any relative or person permanently residing in the LC Member’s residence or with whom the LC Member resides (Any reference to “child” shall include an adopted child);

“Sexual Harassment” means:

- engaging in a course of vexatious comment or conduct against an employee in a Chiefs of Ontario workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought reasonably to be known to be unwelcome; or

- making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the Chiefs of Ontario employee and the person knows or ought reasonably to know that the solicitation or advance is unwelcome.

APPLICATION

This Code of Conduct applies to LC Members while carrying out their LC duties on behalf of Chiefs of Ontario.

OBLIGATIONS

Dignity and Respect: LC Members shall act with dignity and respect in the course of carrying out their duties and in their dealings with each other and with Chiefs of Ontario staff. Harassment and discrimination are not consistent with dignified and respectful relationships.

Harassment and Discrimination: LC Members shall not discriminate in the course of carrying out their duties on the basis of grounds protected by human rights law (including race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, Sexual orientation, gender identity, gender expression, age, marital status, family status or disability). Harassment, whether it be personal against another or based on grounds protected by human rights law, is strictly prohibited. Sexual Harassment is a type of Harassment which is also strictly prohibited.

Confidentiality: No LC Members shall divulge any Confidential Information without prior authorization from LC and the Chief Operating Officer of the Chiefs of Ontario.

Conflict of Interest: A Conflict of Interest will arise when an LC Member exercises power or performs their duty or obligations and at the same time knows, or ought to know, that in doing so, there is an opportunity to receive a benefit or provide a benefit to themselves or a Family Member. It is the duty of all LC Members to identify and disclose to LC any Conflict of Interest or any potential Conflict of Interest. An LC Member shall not, without the unanimous consent of the rest of LC take part in any discussion or decision relating to any issue which has the potential of direct or indirect benefit to themselves or any Family Member.

Conduct at LC Meetings: LC Members shall contribute to the decision-making process of LC in a constructive manner. LC Members shall not impede the business of LC by engaging in disorderly, disruptive, or abusive conduct or otherwise causing a disturbance.

Conduct at Committee Meetings: LC Members shall contribute to the decision-making process of any COO committee meeting in a constructive manner. LC Members shall not impede the business of their respective COO committee by engaging in disorderly, disruptive, or abusive conduct or otherwise causing a disturbance.

Conduct at National Meetings: LC Members shall contribute to the decision-making process of any National meeting in a constructive manner. LC Members shall not impede the business of any National Meeting by engaging in disorderly, disruptive, or abusive conduct or otherwise causing a disturbance.

Discreditable Conduct: LC Members shall refrain from engaging in conduct that would discredit or compromise the integrity of LC or Chiefs of Ontario. Discreditable conduct includes:

- a. Use of obscene language or other offensive behaviour at Chiefs of Ontario offices, meetings, events or in the course of representing Chiefs of Ontario;
- b. Failure to attend and participate at LC meetings;
- c. Theft or fraud;
- d. Dishonesty;
- e. Deliberate and serious damage to Chiefs of Ontario property, or serious misuse of Chiefs of Ontario property.
- f. Conduct resulting in a criminal conviction for an indictable offence, as defined under the Criminal Code of Canada.

Duty to Disclose and Report: Where an LC Member becomes aware of conduct by another LC Member that does, or may, contravene this Code of Conduct, the LC Member shall promptly notify a the Regional Chief, or, if the contravention is by the Regional Chief, to the members of the Ontario Regional Chief Integrity Committee.

Undertaking and Acknowledgement: Upon being appointed to the LC, all LC Members shall sign an undertaking and acknowledgement agreeing to abide by the provisions of this Code prior to being provided with access to any confidential information, participating in any LC meetings or communications, and otherwise fulfilling any role or duty as a member of the LC.



APPENDIX 'D'

COMPLAINTS AND DISPUTES

1.0 INTERPRETATION

1.1.1. The terms in Appendix "C" shall have the same meaning as defined in the Charter of the Chiefs of Ontario unless otherwise indicated.

2.0 CONSTITUTION OF INTEGRITY COMMITTEES

2.1.1. The ORC Integrity Committee and LC Integrity Committee shall convene only where a Complaint or Alleged Breach is brought to the attention of the respective committee.

2.1.2. The purpose of the ORC Integrity Committee and LC Integrity Committee is to ensure that Complaints and Alleged Breaches are addressed promptly and fairly to maintain the integrity of, and public confidence in, COO and its operations.

2.2. ORC Integrity Committee

2.2.1. LC shall annually appoint the following to the ORC Integrity Committee:

- a) 1 (one) member of LC, whose role will be to assess, investigate and address a Complaint in accordance with the provisions of this Appendix.
- b) 1 (one) member of Elder Committee whose role will be to assess, investigate and address a Complaint in accordance with the provisions of this Appendix and assist and advise the ORC Integrity Committee in ensuring that the principles and processes of restorative justice are applied with trust, honour, respect and integrity, and
- c) 1 (one) member of COO Board whose role will be to assess, investigate and address a Complaint in accordance with the provisions of this Appendix. The COO Board member is responsible for any administrative functions set out in this Appendix, including convening meetings, preparing reports, and coordinating investigations.

2.2.2. Where making appointments pursuant to section 2.2.1, LC shall ensure regional representation in the membership of the ORC Integrity Committee, where reasonably possible.

2.2.3. The ORC Integrity Committee shall exercise consensus-based decision-making when performing its functions pursuant to this Appendix. Where the ORC Integrity Committee is not able to reach consensus at any stage of its handling of a Complaint, the ORC Integrity Committee shall report the matter to the LC for further direction.

2.3. LC Integrity Committee

2.3.1. LC shall annually appoint the following to the LC Integrity Committee:

- a) 1 (one) member of LC, whose role will be to assess, investigate and address an Alleged Breach in accordance with the provisions of this Appendix,
- b) 1 (one) member of Elder Committee whose role will be to assess, investigate and address an Alleged Breach in accordance with the provisions of this Appendix, and assist and advise the LC Integrity Committee in ensuring that the principles and processes of restorative justice are applied with trust, honour, respect and integrity;
- c) ORC whose role will be to assess, investigate and address an Alleged Breach in accordance with the provisions of this Appendix, and
- d) COO Chief Operating Officer who is responsible for any administrative functions set out in this Appendix in respect of an Alleged Breach, including convening meetings, preparing reports, and coordinating investigations. The COO Chief Operating Officer shall not have any authority to assess, investigate and address an Alleged Breach.

2.3.2. Where making appointments pursuant to section 2.3.1, LC shall ensure regional representation in the membership of the LC Integrity Committee, where reasonably possible.

2.3.3. The LC Integrity Committee shall exercise consensus-based decision-making when performing its functions pursuant to this Appendix. Where the LC Integrity Committee is not able to reach consensus at any stage of its handling of a Complaint, the LC

Integrity Committee shall report the matter to the LC for further direction.

3.0 ONTARIO REGIONAL CHIEF – COMPLAINTS AND DISPUTES

3.1. Complaints and Disputes

- 3.1.1. A Complaint regarding the ORC may be delivered or received, either verbally or in writing by any person, to the Chief Operating Officer or any member of the LC.
- 3.1.2. The Chief Operating Officer or member of the LC shall notify the ORC Integrity Committee when they receive a Complaint concerning the ORC.
- 3.1.3. Where the ORC Integrity Committee is made aware of a Complaint concerning the ORC, the ORC Integrity Committee shall duly convene a meeting within fourteen (14) days for the purpose of assessing a Complaint and considering the best course of action to be taken.
- 3.1.4. No party making a Complaint or participating in the investigation of a Complaint shall be subject to reprisal, threat of reprisal, or, where applicable, discipline by the ORC, member of the ORC Integrity Committee, member of the LC or any other Chiefs of Ontario representative, member or employee.

4.0 Ontario Regional Chief – Discipline Policy and Procedure

4.1. Purpose of the Discipline Policy

- 4.1.1. This discipline policy is a framework for the LC to respond to misconduct where the ORC does not adhere to the Oath of Office, AOCC Code of Conduct and all other policies and standards of Chiefs of Ontario. The purpose of this policy is to deal with allegations of misconduct fairly and ensure that discipline is proportionate to the seriousness of the misconduct.
- 4.1.2. The purpose and application of this discipline policy is to be applied, to the greatest extent possible, in accordance with the principles of restorative justice.

4.2. Investigation

- 4.2.1. ORC Integrity Committee may, in its sole discretion, decide whether to investigate a Complaint and the depth of investigation required, in order to determine if:
 - a) a person or persons have been harmed by conduct that is the subject of the Complaint;

- b) the ORC has been the cause of such harm;
- c) the ORC takes responsibility for causing the harm (where harm has been found to have occurred, and where the ORC is found to have caused the harm);
- d) what steps can or should be taken to promote reconciliation, restoration, and healing for the persons harmed by the ORC's conduct; and
- e) whether measures are in place to ensure that the reasonable probability of further, similar harm can be prevented, including through steps taken by the ORC to address underlying causes, issues, and challenges that may have given rise to the conduct causing harm.

4.2.2. Any investigation, including the preparation of a report, shall be completed within three (3) months.

4.2.3. Where the ORC Integrity Committee concludes that no harm has occurred, or at least no harm caused by any conduct of the ORC, the consideration of the complaint shall be closed, with this result and (where appropriate) reasons provided by the ORC Integrity Committee to the complainant.

4.2.4. Where the ORC Integrity Committee determines through an investigation that:

- a) Harm has been caused by the conduct of the ORC, but the ORC does not take responsibility for causing such harm; or
- b) The harm caused by the conduct of the ORC is not of a nature that can be adequately addressed through restorative measures,

The ORC Integrity Committee shall take such further steps as are necessary and appropriate to ensure that the conduct of the ORC is disciplined in accordance with the progressive discipline provisions of this Appendix.

4.2.5. The ORC Integrity Committee shall report the existence and outcome of any investigation, and the imposition of any discipline as

a result of an investigation, to the Chiefs in Assembly in a manner that reasonably ensures the protection of the privacy of the individuals involved.

- 4.2.6. The outcome of any investigation and any discipline imposed as a result of the investigation shall be communicated in writing to the ORC.
- 4.2.7. The outcome of any investigation and any discipline imposed as a result of the investigation may be communicated to a complainant at the discretion of the ORC Integrity Committee.
- 4.2.8. The ORC Integrity Committee may, in its sole discretion, determine whether and to what extent it is necessary to suspend the ORC during an investigation into a Complaint. The ORC Integrity Committee will confirm the suspension in writing to the ORC.
- 4.2.9. Suspension of this kind is not a disciplinary penalty and does not imply that any decision has been made about a Complaint. The ORC suspended pending investigation will continue to receive their full compensation and benefits during the period of suspension and will remain bound by the terms and conditions of their position. During a suspension, the ORC is required to co-operate with investigative procedures such as interviews or document disclosure.

4.3. Confidentiality

- 4.3.1. The ORC Integrity Committee is committed to addressing a Complaint with respect for the privacy of any individuals involved and will treat as confidential any information communicated to them in connection with an investigation or disciplinary matter, subject to any reporting obligations described in this Appendix.

4.4. Progressive Discipline

- 4.4.1. In cases where the ORC Integrity Committee deems discipline an appropriate response to ORC misconduct, a progressive discipline approach will be adopted. If misconduct persists, more serious penalties will be applied as described in this policy, up to and including removal from office.
- 4.4.2. While progressive discipline normally escalates in response to continued misconduct, the ORC Integrity Committee reserves the right to repeat any progressive discipline step, or to commence disciplinary actions at any step up to and including recommending suspension or removal from office, where justified by the circumstance

4.5. Misconduct

4.5.1. Examples of behaviour that will normally be treated as misconduct and subject to discipline under this policy include:

- a) Minor breaches of the ORC Oath of Office, AOCC Code of Conduct, Charter, articles, by-laws or written policies of the Chiefs of Ontario.
- b) Minor damage to Chiefs of Ontario property, or minor misuse of Chiefs of Ontario property.
- c) Use of obscene language or other offensive behaviour at Chiefs of Ontario offices, meetings, events or in the course of representing Chiefs of Ontario.

4.6. Gross Misconduct

4.6.1. Examples of behaviour by the ORC in the course of fulfilling their duties as a representative of COO, that will be treated as gross misconduct and which will justify a more serious disciplinary response up to and including removal from office include:

- a) Serious breaches of the ORC Oath of Office, AOCC Code of Conduct, Charter, articles, by-laws or written policies of the Chiefs of Ontario.
- b) Theft or fraud.
- c) Workplace harassment, meaning engaging in a course of vexatious comment or conduct against an employee in a COO workplace that is known or ought reasonably to be known or unwelcome, including on the basis race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability.
- d) Workplace sexual harassment, meaning engaging in a course of vexatious comment or conduct against an employee in a COO workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought reasonably to be known to be unwelcome.

- e) Workplace violence or bullying, including: (a) the exercise, or attempted exercise, of physical force by a person against a worker, in a COO workplace, that causes or could cause physical injury to the worker; or (b) a statement or behaviour that is reasonable for a worker to interpret as a threat to exercise physical force against the worker, in a COO workplace, that could cause physical injury to the worker.
- f) Unlawful discrimination, meaning any form of unequal treatment based on basis race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability, whether imposing extra burdens or denying benefits and whether intentional or unintentional.
- g) Deliberate and serious damage to Chiefs of Ontario property, or serious misuse of Chiefs of Ontario property.
- h) Criminal conviction
- i) Bringing Chiefs of Ontario into disrepute.
- j) Breach of confidentiality
- k) Misrepresentation of overtime, expenses, etc.
- l) Use, possession, distribution or sale of alcohol, recreational cannabis, illicit drugs or intentional misuse of medication while on the COO premises or in the course of fulfilling the OCR's duties as a representative of COO.
- m) Dishonesty.
- n) Breach of workplace safety policies or procedures that exposes the ORC or others to serious risk of injury.

4.7. Verbal Warning

- 4.7.1. Where prior progressive discipline is not a factor, minor incidents of misconduct will be addressed by the ORC Integrity Committee through a verbal warning. The verbal warning will identify the misconduct and communicate expectations for improved conduct, including the completion of additional training and skills development. A note recording the details of the verbal warning will be placed in the ORC's personnel file.

4.8. Written Warning

4.8.1. In cases of gross misconduct or those where the ORC has previously received a verbal warning for similar conduct, an ORC may be given a written warning by the ORC Integrity Committee. If so, a formal disciplinary letter will be given to the ORC and placed in their personnel file. This letter will detail the misconduct, expectations for improvement, including the completion of additional training and skills development, and the consequences of further misconduct, including the possibility of suspension or removal from office.

4.9. Suspension

4.9.1. In cases of gross misconduct or those involving repeated misconduct following earlier progressive discipline warnings, the ORC Integrity Committee may recommend to the Chiefs in Assembly a paid or unpaid suspension for a period appropriate in the circumstances.

4.9.2. If a disciplinary suspension is approved, the ORC Integrity Committee will meet with the ORC to provide a suspension letter detailing the misconduct, the duration and conditions of the suspension, expectations for improved conduct and the consequences of further misconduct, including the possibility of removal from office. The ORC will then be placed on the suspension and return when the suspension period ends.

4.10. Final Written Warning

4.10.1. The ORC Integrity Committee may recommend to the Chiefs in Council a final written warning where:

- a) Misconduct persists despite earlier warnings and/or suspension issued through the progressive discipline process; or
- b) An incident of gross misconduct is sufficiently serious to warrant a final written warning.

4.10.2. If a final written warning is approved, the ORC will be provided with a final written warning letter explaining expectations for improved conduct and the circumstances under which the ORC will be removed from office upon further incidents of misconduct.

4.10.3. A final written warning may be combined with a disciplinary suspension under this policy.

4.11. Removal from Office

4.11.1. The ORC Integrity Committee may recommend the ORC's removal from office as a discipline measure where:

- a) The ORC has engaged in repeated misconduct despite several progressive discipline interventions and despite the provision of a final written warning, and restorative justice measures have been determined to be either ineffective or unwelcome; or
- b) An incident of gross misconduct is so severe that it is incompatible with the ORC's continued representation of the Chiefs of Ontario.

4.11.2. Where the ORC Integrity Committee determines that the ORC's removal from office is the appropriate discipline measure:

- a) the ORC Integrity Committee shall provide written notice, including reasons for imposing the discipline measure, to the ORC and the Chiefs in Assembly; and
- b) the Chiefs-in-Assembly shall convene a Special Meeting no sooner than fourteen (14) days following the receipt of the notice to consider the recommendation of the ORC Integrity Committee.

4.11.3. The Leadership Council shall be responsible for arrangements for the Special Meeting convened pursuant to section 4.11.2, including the selection of the chair and preparation of the agenda.

4.11.4. The ORC may provide a written response to the notice described in section 4.11.2 to the ORC Integrity Committee and Chiefs in Assembly prior to the commencement of the Special Meeting convened to consider the ORC's removal from office.

4.11.5. A representative of the ORC Integrity Committee shall be permitted to address the Chiefs in Assembly at the Special Meeting convened to consider the ORC Integrity Committee's recommendation to remove the ORC from office.

4.11.6. The ORC shall be permitted to address the Chiefs in Assembly at the Special Meeting convened to consider the ORC Integrity Committee's recommendation to remove the ORC from office.

4.11.7. Following any submissions by the ORC Integrity Committee and the ORC, the Chiefs in Assembly at the Special Meeting shall vote on the recommendation of the ORC Integrity Committee.

4.12. Safekeeping and Retention of Investigation Documents

- 4.12.1. Documents associated with an investigation into an allegation of misconduct by the ORC (including a copy of any complaint, any notes of and investigator, witness statements, any investigator findings, corrective action taken, and the communication of the results of the investigation to any complainant and ORC), will be stored in a secure location at Chiefs of Ontario.
- 4.12.2. These documents will not be disclosed unless necessary to investigate a complaint or incident of misconduct, to take corrective action, or otherwise as required by law.
- 4.12.3. Documents associated with a misconduct complaint will be retained by Chiefs of Ontario for a minimum of three years following the conclusion of the investigation. Documents associated with workplace violence or harassment complaint of a sexual nature, may be retained longer at the discretion of the Chief Operating Officer.

5.0 Leadership Council – Breach of COO LC Code of Conduct

5.1. Breaches

- 5.1.1. Notice of an Alleged Breach by a member of the LC may be delivered or received, either verbally or in writing by any person, to the Chief Operating Officer or any member of the LC or LC Integrity Committee.
- 5.1.2. The Chief Operating Officer or member of the LC shall notify the LC Integrity Committee when they receive an allegation of an Alleged Breach by an LC.
- 5.1.3. Where the LC Integrity Committee is made aware of an Alleged Breach concerning an LC member, the LC Integrity Committee shall duly convene a meeting within fourteen (14) days to consider the Alleged Breach in respect of the LC member and consider the best course of action.
- 5.1.4. No party providing notice of an Alleged Breach or participating in an investigation of an Alleged Breach shall be subject to reprisal, threat of reprisal, or, where applicable, discipline by the ORC, member of the LC Integrity Committee, member of the LC or any other Chiefs of Ontario representative, member or employee.

6.0 LEADERSHIP COUNCIL – ADDRESSING ALLEGED BREACH

6.1. Investigation and Addressing an Alleged Breach

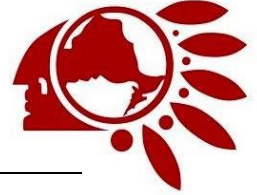
- 6.1.1. The LC Integrity Committee may, in its sole discretion, determine whether the conduct described in the Alleged Breach relates to activities undertaken by an LC member on behalf of COO.
- 6.1.2. Where the LC Integrity Committee determines that the conduct described in the Alleged Breach relates to activities undertaken on behalf of COO, the LC Integrity Committee shall provide notice to the appropriate provincial territorial organization (“PTO”) or community.
- 6.1.3. Where the LC Integrity Committee determines that the conduct described in the Alleged Breach does not relate to activities undertaken on behalf of COO, LC Integrity Committee may refer the matter to the appropriate PTO or community.
- 6.1.4. The LC Integrity Committee may, in its sole discretion, decide whether to investigate an Alleged Breach in respect of an LC member and the depth of investigation required.
- 6.1.5. Any investigation shall be completed and reported to the LC Integrity Committee within three (3) months.
- 6.1.6. An Alleged Breach shall be investigated before the LC Integrity Committee takes any steps to address an Alleged Breach.
- 6.1.7. Within fourteen (14) days of the receipt of an investigation report, the LC Integrity Committee shall determine whether and to what extent to address an Alleged Breach including, referring the matter to the appropriate PTO, training, mediation, or recommending the suspension or removal of the LC member from the LC to the LC and Chiefs in Assembly. In making the determination of whether and to what extent to address an Alleged Breach, the LC Integrity Committee shall be, to the greatest extent possible, informed by principles of restorative justice and the promotion of reconciliation, restoration and healing.
- 6.1.8. The LC Integrity Committee shall report the existence and outcome of any investigation, and any steps taken to address an Alleged Breach, to the LC and Chiefs in Assembly in a manner that reasonably ensures the protection of the privacy of the individuals involved.

6.1.9. The outcome of any investigation and any steps taken to address an Alleged Breach shall be communicated in writing to the LC member.

6.1.10. The outcome of any investigation and steps taken to address an Alleged Breach may be communicated to a complainant at the discretion of the LC Integrity Committee.

6.2. Confidentiality

6.2.1. LC Integrity Committee is committed to addressing an Alleged Breach with respect for the privacy of any individuals involved and will treat as confidential any information communicated to them in connection with an Alleged Breach, subject to any reporting obligations described in this Appendix.



APPENDIX E

BOARD OF DIRECTOR'S TERMS OF REFERENCE

These terms of reference summarize the powers, responsibilities, and procedures for the Chiefs of Ontario Board of Directors as set out in the following governance documents:

- Articles of Continuance
- Charter of the Chiefs of Ontario
- Amended and Restated By-Law 2, *A by-law repealing previous by-law and relating generally to the conduct of the affairs of Indian Associations Co-ordinating Committee of Ontario Inc.*
- By-Law 4, *A by-law amending By-law A by-law amending By-Law No. 2 of Indian Associations Co-ordinating Committee of Ontario Inc.*
- Chiefs of Ontario Secretariat Finance Policy

BACKGROUND

The Board of Directors came into existence with the formation of the Chiefs of Ontario Office Indian Associations Co-ordinating Committee of Ontario Inc. (the "**Corporation**") in 1975 (1975 AOCC Motion #10).

AUTHORITY AND MANDATE

1. The Board of Directors is responsible for overseeing the mechanics of the Chiefs of Ontario Secretariat (the "Secretariat") as a not-for-profit Corporation, as it fulfills its purpose of supporting Ontario First Nations in their exercise and assertion of sovereignty, jurisdiction, and their chosen expression of nationhood.
2. The Board of Directors reviews and makes decisions regarding the financial and administrative business of the Corporation. This includes providing overviews to the Chiefs in Assembly of the spending and activities of the Leadership Council and the Committees, as well those of the Secretariat.
3. The Board of Directors is distinct from the Leadership Council, which is a political coordination steering committee comprised of representatives of the PTOs. The Board, unlike the Leadership Council, plays an administrative governance role within the Chiefs of Ontario.

4. The Board of Directors is not responsible for any political decision-making or action. The Leadership Council and Chiefs in Assembly are responsible for political decision-making, while the Board oversees the administrative and financial implementation of those decisions.
5. The Board of Directors shall administer and govern the Secretariat in the best interests of, and in order to best serve, the communities in Ontario represented by the Chiefs in Assembly.
6. The Board shall receive and review quarterly financial statements from the Chief Operating Officer and the Treasurer.
7. The Board is responsible for providing financial statements to the Provincial Territorial Organizations ("**PTOs**") on a quarterly basis.
8. The Board shall make financial statements available to independent and unaffiliated First Nations upon those First Nations' request and at the discretion of the Board.
9. The Board may appoint committees, advisory bodies, Officers, and Agents in order to best fulfill and achieve its mandate.
10. The Board of Directors shall report to the Chiefs in Assembly on its composition, as well as its administrative and financial activities, on an annual basis at the Annual Chiefs' Assembly.

COMPOSITION

Board Member Qualification

11. Directors shall not be officers or employees of the Corporation.

Number of Directors

12. The Board of Directors will consist of four (4) Directors.

Composition of the Board

13. The Board will be comprised of one person appointed by each Member of the Corporation.

Membership in Corporation

14. Membership in the Corporation shall consist of the following societies or corporations, including their successors as they may be names from time to time, and the rights and powers of these Members shall be exercised by the Grand Chief or Grand Council Chief, as the case may be, of: The Association of Iroquois and Allied Indians, The Grand Council of Treaty No. 3, The Nishnawbe Aski Nation, and the Union of Ontario Indians.

Appointment of Directors and Notice Requirement

15. Each Member will appoint a Director and notify the Corporation of the appointed Director in advance of Directors assuming such roles.

Terms

16. The term of the Office for Directors is three (3) years.

Removal of Director

17. The Office of the Director shall be automatically vacated:

- (a) If the active member that appointed the Director withdraws from the Corporation;
- (b) If the active member that appointed the Director becomes bankrupt or suspends payment to or compromises with its creditors;
- (c) On the dissolution or winding up of the active member that appointed the Director; and
- (d) If the member that appointed the Director removes or replaces the Director by PTO resolution.

Committees

18. The Board may from time to time appoint any committee or advisory body, as it deems necessary or appropriate for such purpose and, subject to the *Canada Not-for-profit Corporation Act* (the "**Act**"), with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

Conflict of Interest

19. Directors and/or Officers shall disclose any conflict of interest to the corporation or request to have entered in the minutes of meetings of the Board.

ROLES AND RESPONSIBILITIES

Decision-Making

20. Subject to the Act and to the by-laws, the Directors shall have the management and control of the affairs of the Corporation, which are limited to the administrative, operational, and financial administration of the Secretariat.

21. The Directors may exercise all such powers of the Corporation as are not by the Act or By-laws required to be exercised by the Members at general meetings, or by the Leadership Council.

22. Decisions of the Board shall be made wherever reasonably possible by consensus or general agreement. When all reasonable efforts to achieve consensus have been exhausted without success, a vote of 50% plus one of the Directors in attendance shall be sufficient to constitute a decision.

23. Each Director may exercise one vote except the Chair, who shall have no vote except in the event of a tie, in which case the Chair shall have the casting or deciding vote.

24. In accordance with the Act, proxies or alternatives are not permitted to vote at Board meetings.

25. The Board of Directors shall administer and govern the Secretariat in the best interests of, and in order to best serve, the communities in Ontario represented by the Chiefs in Assembly.

Effective Date

26. Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

27. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeals are only effective when confirmed by the Members.

Omissions & Errors

28. The accidental omission to give any notice to any member, director, officer or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Expenditures

29. All payments of invoices by the Corporation must be approved by the Secretariat department Directors for their respective sectors and otherwise by the

Chief Operating Officer as set out in the Corporation's Financial Management Policies and Procedures.

Reporting

30. The Board of Directors is responsible for providing quarterly financial statements to the PTOs; PTOs will be responsible for transmitting such statements to their members and leadership.

31. The Treasurer of the Board shall provide and present the annual financial reports, including an audit for the Corporation, to the Chiefs in Assembly at the Annual Chiefs' Assembly, at every Annual Chiefs' Assembly.

32. The Board of Directors shall report to the Chiefs in Assembly on the composition and activities of the Corporation that operates the Secretariat on an annual basis.

33. The Board shall inform the LC regarding significant administrative or financial initiatives of the Secretariat.

34. Where a representative of a First Nation in Ontario which is not a member of a PTO and requests financial information, including financial statements, from the Corporation, the Treasurer of the Board of Directors will assess such requests and will provide such information as would normally be available and provided to PTOs, in response.

Head Office

35. The head office of the Corporation shall be set by the Board of Directors by resolution.

Appointments – Chief Operating Officer

36. The Board is responsible for the appointment and evaluation of a Chief Operating Officer for the Chiefs of Ontario Secretariat. The Chief Operating Officer is then retained by the Board through an employment agreement.

37. The Chief Operating Officer shall be the chief executive of the Corporation, and shall attend all meetings of the Board of Directors and shall, under the direction of the directors and in accordance with the Act and by-laws, manage the affairs of the Corporation.

Appointment – Officers

38. The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director. Two or more offices may be held by the same person. The Officers of the Corporation shall include the position of Chief Operating Officer, the Treasurer, and may include other positions such as President, and Secretary.

Appointments – Agents

39. The Board may appoint Agents and engage employees from time to time and such persons shall have such authority and shall perform such duties as prescribed by resolution or by-law.

MEETINGS

Meetings of the Board

40. The Directors may convene more than one general meeting per year.

41. At each annual meeting of the Directors, the Directors shall choose amongst themselves a Chairperson who shall chair all meetings of the Directors for that year, unless it is necessary for the Chief Operating Officer to chair a meeting in order to achieve quorum (as outlined in Section 45).

42. One or more Directors may participate in a board meeting by telephone or electronically, as long as all participants can communicate fully.

Quorum

43. A quorum for a Directors meeting shall be three.

44. Representatives of three members present at the meeting shall constitute a quorum and each representative present at the meeting shall have the right to exercise one vote. If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting, including voting, if such person is entitled to vote at the meeting.

45. Where it is necessary in order to achieve quorum, the Board may appoint the Chief Operating Officer to chair any meeting of the Board of Directors.

Notice of Meetings

46. Seven business days' notice shall be given in writing by courier to each Member of any annual or other general meeting of Members, in addition to each Director and to each representative (if any) appointed pursuant to article 8.02 of the *Amended and Restated By-law No. 2*.

47. Meetings of the Board of Directors may be held on 48 hours actual notice to each Director unless such notice is waived by any Director absent or unless all Directors are present at the meeting.

48. A meeting of the Directors may be called by any three Directors.

Special Meetings

49. The Board of Directors shall call a special meeting of Members in accordance with section 167 of the Act, on written requisition of at least three (3) members.

If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Members who signed the requisition may call the meeting.

OTHER

Honoraria

50. The Board may fix a reasonable annual honoraria to be paid to the Directors of the Corporation who are not employees of a PTO. The amount of the honoraria must be reported to the members at each annual meeting of members.

Remuneration

51. Directors shall not receive any fixed remuneration for their services, but, by resolution of the Board, may be allowed remuneration for their attendance at each regular or special meeting of the board. Such sums may be payable to the Directors as the members by resolution determine provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

Review

52. The Board of Directors shall review the Terms of Reference every three years at the commencement of a new term of the Ontario Regional Chief.

53. Amendments to this Terms of Reference must be approved by the Chiefs in Assembly.

Approved by the Board of Directors on April 20, 2022.