



OPERATING PROCEDURES

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Kluane National Park Management Board

Operating Procedures

These procedures are in compliance with the Umbrella Final Agreement (UFA) 2.12.0 – Boards; UFA Implementation Plan, Annex B – Boards, Commissions & Councils; Chpt.10, Schedule A of the Champagne and Aishihik First Nations (CAFN) Final Agreement; CAFN FA Implementation Plan Annex B, p 395-404, 416-419; and Chpt.10, Schedule C of the Kluane First Nation (KFN) Final Agreement and KFN FA Implementation Plan Annex B.

1. Membership

1.1. Nominations and Appointment

The process for ongoing nominations and appointments is set out in the UFA Implementation Plan, and the Implementation Plans for CAFN and KFN.

Current membership consists of two representatives each, nominated by Champagne & Aishihik First Nations, Kluane First Nation and Canada. Representatives are then appointed by the Minister of the Environment.

In accordance with the UFA, nominees must be residents of the Yukon. First Nations and the Government of Canada may adopt their own other selection criteria for their nominees.

The Board set forth the following set of values for Board Nominees, which reflect the spirit and intention of our Board function:

- Board members have current and active knowledge and experience of the land and current issues in Kluane National Park and Reserve.
- Board members are aware of the local community concerns. The Board relies on our Board members to be the ears and eyes for their local communities, representing local views, bringing those local concerns to the Board, and taking Board information back to their respective communities.
- Board members are reliable and committed to the Board, with monthly meeting attendance, active engagement in meetings, offering ideas and taking initiative.
- Board members are willing and available to attend local events as board representatives.
- Board members attend meetings in person wherever possible, with online options available for occasional back-up.
- Board members' travel expenses must fall within budget limits; members should therefore reside in the greater Kluane region extending east as far as Whitehorse.

The Site Manager of Kluane National Park & Reserve is a non-voting Ex-Officio member of the Board by virtue of their position with Parks Canada.

1.2. Appointment Term

The term of service for appointed members is three years unless the appointment is in replacement of a resigning member (see 1.3).

Six (6) months before the expiry of any member's term, the Secretariat will contact the relevant nominating Party to initiate a new nominating process.

Members may - at the request of other Board members and passed by motion - continue to participate in Board business beyond the end of their term, until official letters of re-appointment have been received or until such time as a new member has been appointed in their place.

1.3. Replacement of Member or Removal for Cause

If a vacancy during a term arises on the board, a replacement nominee should be appointed at the earliest practicable date for the remainder of the term.

The UFA Implementation Plan, Annex B - Part 1 Section 2 will be used for the removal of a Board member for Cause. In such cases a letter will be sent to the nominating party as soon as possible to inform them of the cause, and to request a new member be nominated.

1.4. Chair and Vice-Chair Responsibilities

A Chair and Vice-Chair will be selected from the nominated representatives by unanimous decision of all of the members of the Board, and these positions will be reviewed annually. The Vice-Chair will act as Chair in their absence.

The Chair is eligible to vote on motions of the Board as a nominated member of the Board.

The Chair Responsibilities will be, but are not limited to, the following:

- upon consensus of the Board, represent the Board by being an observer or giving presentations at meetings or events;
- approve activities of other Board members on behalf of the Board;
- be responsible for giving direction to the Secretariat (in the absence of the Chair, the Vice-Chair will assume that responsibility);
- when available, be the primary signing authority (if the Chair is not available, the Vice-Chair and then any other signing authority will be called upon);
- draft and/or approve responses to the public and governments;
- negotiate and sign agreements and protocols on behalf of the Board;
- present a summary of monthly Chair activities at regular scheduled Board meetings; and
- other activities as agreed to by the Board.

The Vice-chair will assume the responsibilities, exercise the authority, and receive honoraria benefits of the Chair when acting as the Chair.

1.5. Member Responsibilities

In compliance with the UFA 2.12.2.12, members are accountable to the public, and shall not be delegates for the nominating governments.

Members represent the Board at meetings and events that are consistent with the mandate of KNPMB, and as authorized by the Chair of KNPMB. Members participating in meetings and events as authorized by the Chair will provide a written or oral report to the Board at the following regular Board meeting.

Members will be bound by the following (and see Section 3.0):

- Board members will disclose any conflict of interest as outlined in these procedures.
- Board members will not divulge confidential matters brought before the Board.
- Board members will attend regular scheduled Board meetings on a regular basis. Members will inform secretariat if they will be unable to attend meetings. Absence from more than three (3) consecutive regular scheduled Board meetings, without cause will result in a letter from the chair to the nominating party for review of a member's appointment.
- Board members will come to meetings familiarized with all the preparatory materials distributed beforehand.
- Board members will actively participate in meeting discussions, bring information to the board, ask relevant questions, make decisions based on the best available information, and act in good faith with the best interests of the board and its mandate in mind.
- Board members wishing to resign from the Board shall give notice in writing to the Chair.

In compliance with UFA Implementation Plan Annex B Part 2, Members will partake in cross-cultural orientation training and other training related to the Board's mandate, as available and appropriate.

2. Administrative Procedures

2.1. Secretariat

The Board will hire the Secretariat and approve a job description that will include but is not limited to providing administrative and operational support to the Board, preparing all board materials, financial documents and information necessary for Board operations, coordinating events and meetings, and to maintain the office equipment and environment.

The Secretariat will ensure that all bills are paid on time with appropriate Board signatures, including financial tax filings, and funding agreement requests and annual reporting.

As the liaison between the Board and the public, governments and funding agencies, the Secretariat is responsible for maintaining communications and public access to the Board.

The Secretariat will, with Chair approval, seek professional or expert advice on technical issues affecting the Board finances and operations.

The Secretariat will ensure that the Board carries current and appropriate insurance at all times, including commercial coverage for Board property, and Board and Council liability insurance.

The title the Board adopted for its Secretariat is ‘Office Manager’, encompassing the wide range of skills required for this position.

The Chair will suggest hours per month and wages necessary for the Secretariat, and present this to the Board for approval by motion.

The Secretariat wage scale is to be reviewed by the Chair annually, by comparison with similar office manager positions in the Yukon. Within the approved wage range, secretariat performance will be evaluated annually (at the start of the new fiscal year), with merit increases as determined by the Board to be appropriate.

2.2. Meetings

Regular scheduled Board meetings should be held at least once a month, although a seasonal sabbatical from Board meetings may be called by unanimous decision of the Board.

The Chair may call additional meetings as required.

In accordance with the First Nation Final Agreements, quorum for a meeting will be three (3) voting members, representing one appointee from CAFN, KFN, and Canada respectively. The Park Site Manager or their designate will attend as a non-voting member.

The public may attend meetings. When there are issues of confidentiality on the agenda an *in-camera* session will be called, from which the public is excluded.

If elders and youth are specifically invited to attend meetings, honoraria may be agreed upon by the Board, within budgetary limits.

Meetings may be held without a quorum, but no motions can be made. Annual meetings will be held to update the Board’s strategic plan, priorities (Work Plan) and budgets.

2.3. Minutes

Meetings will be recorded. Except when otherwise approved by the Chair, recordings of the Board meetings will be erased following the approval of the relevant minutes.

Meeting minutes showing decisions, actions and motions of the Board will be prepared in draft and distributed to the Board members within 14 days. The minutes are to be approved or amended at the next regular meeting of the Board. The minutes will record all declarations of conflict of interest.

Members will approve draft minutes of previous meetings by motion. Once approved, minutes will be made available to the public via the website, to KNPR, and to the CAFN and KFN Lands and Heritage departmental staff, and others that may request it.

2.4. Decisions & Motions

In accordance with the First Nation Final Agreements, the Board will utilize consensus decision making.

In the event that consensus cannot be achieved on a decision and subject to the following two (2) paragraphs, each Board member shall have one vote. A majority vote (50% +1) of those present is necessary for a decision regarding administrative matters. A majority vote (2/3 of the Board membership at the time of the vote) is necessary for a decision regarding a formal recommendation and will be reflected in the minutes.

Where the issue being voted on *is not* concerning the exclusivity of a First Nation's Traditional Territory, motions of the Board will require a quorum of three (3) voting members, representing one appointee from CAFN, KFN, and Canada respectively.

Where the issue being voted on *is* concerning the exclusivity of a First Nation's Traditional Territory, motions of the Board will require a quorum of four (4) voting members, representing at least two (2) appointees of the relevant First Nation.

Motions may be voted on electronically via email and phone under the Chair's direction. The motions will be recorded in the minutes of the following meeting.

2.5. Recommendations to the Minister

Recommendations of the Board to the Minister will be made in compliance with sections 6.4 to 6.9.2 of the Champagne & Aishihik First Nations Final Agreement, and 6.6 to 6.14.3 of the Kluane First Nation Final Agreement.

Recommendations to the Minister will be composed *in-camera* and omitted from minutes for the duration of the process outlined in the above noted sections of the CAFN and KFN Final Agreements.

2.6. Accountability and Outreach

When practicable, the Board will hold two Annual Open Houses or other outreach activities in the Traditional Territories of CAFN and KFN and make available to the public current Board Newsletters and Financial Statements. The following information will be presented, along with any other pertinent information:

- a summary of Board activities, including spending;
- a budget showing the previous year's expenses;
- priorities and mandates of the Board; and
- a list of upcoming events or issues of interest.

The Board will provide for comments and input from the public on future plans and expenditures of the Board at each Open House or through their newsletters and contact information on the website.

Public involvement will be achieved through various means. Public input will be accepted through mail, email, phone, social media or in-person.

When a member of the public approaches a KNPMB member about an issue related to the Board's mandate, it is appropriate for that Board member to ask if they would like the issue brought before the Board:

- by the Board member on their behalf;
- by their appearance as a delegate; or
- by their submitting a letter or email to the Board.

Under the direction of the Board, the Secretariat will prepare a letter to the member of the public that submits a concern or comment explaining the Board's decision in regard to that submission.

3. Board Member Accountability

3.1. Code of Conduct

Board members, staff and Board representatives will exercise ethical and businesslike conduct. This includes proper use of authority and behavior when acting as Board members. Members will show respect, cooperation and a willingness to deal openly on all matters. Members of the Board must act honestly and in good faith in the best interests of the board.

3.2. Conflict of Interest

The highest standard of conduct from board members is essential to maintain and enhance the public's trust and confidence in decisions made or advice provided by the board.

In general, a conflict of interest exists in two circumstances: 1) when a member's position on a board is used to benefit themselves, their friends or their family members and 2) when their duty to act in the best interest of the board are in conflict with their duties to their employers, other corporations or other entities or organizations of which they are members. Conflict of interest can be real or perceived. A perceived conflict exists in situations where a conflict could reasonably be perceived to exist by a reasonable person knowing all of the facts.

Any Board member having a conflict of interest shall declare the details of that conflict before discussion and request the Board's direction on their conduct in such cases. The minutes will record all declarations of conflict.

In event of a declared conflict of interest, other Board members will decide how to proceed. The Board may decide that a member in conflict shall do one of the following:

- participate in the discussion but abstain from voting;
- observe the discussion without participating; or
- withdraw from the meeting during the discussion and not participate in the decision-making.

3.3. Mismanagement

Mismanagement occurs when someone makes decisions that a reasonable, prudent person would not make when given the same information, such as:

- failing to plan;
- not setting up adequate controls with reasonable reporting systems;
- failing to review reports of problems;
- drawing clearly improper conclusions from available information or acting in contrast with such information; or
- failing to seek professional or expert advice on technical issues affecting the organization.

3.4. Non-Management

Non-management occurs when people do not use existing opportunities for good management, such as:

- failing to make decisions;
- failing to consider information when making decisions;
- failing to use available control systems;
- failing to attend board meetings; or
- failing to set necessary policies.

3.5. Self-dealing

Self-dealing concerns board members vote on a decision when they may gain personally because of the decision. The question of motive arises: did the member vote that way because it was in the best interest of the board and the public interest, or for self-serving reasons?

It is a breach of fiduciary duty to take advantage of inside information for personal gain, or to use information gained in carrying out board duties in any manner inconsistent with the best interests of the public, the government, department or program as a whole.

4. Financial Procedures

4.1. Honoraria, Per Diems and Travel

An honorarium is paid to members for meetings at comparable UFA rates.

- Chair will receive \$300.00 per full-day meeting.
- Members will receive \$200.00 per full-day meeting.
- Members receive ½ of the full-day honoraria for meetings of 4 hours or less.
- Accumulated honoraria for participation in events other than regular Board meetings and time spent in preparation for Board meetings will be paid at \$58.88/hr for the Chair and \$38.00/hr for all other appointed members. The time spent in preparation will be determined by the Chair.

Members who travel to attend meetings that do not provide meals will be reimbursed for the meals at the current National Joint Council (NJC) rates, as per the NJC Travel Directive.

Members will be remunerated for their travel for Board approved business at current NJC mileage rates.

Honoraria will be paid for time spent traveling to/from Board meetings and Board approved business, as per the following mileage chart, which recognizes that road conditions may vary within the Yukon and travel time is affected by seasonal conditions:

Home Community	Km to Haines Junction	Honoraria (1 way)	
		May 1 to Sep 30	Oct 1 to Apr 30
Burwash Landing	122	1.5 hours	1.75 hours
Whitehorse	155	1.75 hours	2 hours
Champagne	67	0.75 hours	1 hour

4.2. Financial Responsibilities

The Board will follow accepted accounting practices on a computerized accounting program.

All income and expenses will be recorded as they are incurred.

Expenses will normally be paid by cheque for which two signatures will be required.

Matters of spending over \$500.00 will require a motion and will be recorded in the minutes.

The Board will maintain a current bank account.

The Board will prepare a budget each year and review expenditures monthly. All the Board members are accountable for the financial management of Board budgets. This means that if financial losses or hardships occur, board members cannot claim ignorance of the transactions or claim that they were unaware of the implications of their actions. Board members are legally obligated to exercise judgment that reasonable, prudent people would exercise.

A budget breakdown for events or projects will be approved by the Board. No event or project will be approved without a supporting budget.

Financial Reports to contributing funding agencies shall be in accordance to the terms of the funding agreement.

The need for a financial audit will be determined at the discretion of the Board or in accordance to the funding agreement.