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CONFLICT-OF-INTEREST POLICY

Policy Statement

National Indigenous Collaborative Housing Inc. (NICHI) respects all urban, rural, and northern Indigenous communities and the many other stakeholders with whom they work with and serve. NICHI Board Members, Officers, Committee Members, and Ex Officio Members have a fiduciary duty to ensure they act ethically and demonstrate professionalism and integrity at all times. The purpose of this policy is to ensure Board Members, Officers, Committee Members, and Ex Officio Members uphold their duty and avoid any potential, perceived, or actual conflict-of-interest relating to NICHI's business operation and reputation.

Application

This policy applies to all Board Members, Officers, and Committee Members, including Ex Officio Members, who can influence the governance, actions, and decisions of NICHI and its strategic and operational objectives.

Definitions

'Board of Directors means all persons holding a position on NICHI's Board of Directors.

'**Board Officers'** means the Board appointment of individuals who act in an 'Officer' capacity including the Chair, Vice-Chair, Secretary, Treasurer and others who typically perform in an Officer role.

'Board Committee Members' means non-Board and Board Members who sit on designated Board Committees.

'Ex Officio Members' may include individuals who provide guidance and advice to the Board, sit on Committees to provide specific expertise, or represent the Board in some manner.

'**Board Members'** is the all-encompassing term used for the purposes of this policy. This term includes the Board of Directors, Board Officers, Board Committee Members, and Ex Officio Members.

'Conflict-of-Interest' means any situation where there is a direct or indirect interest and/or influence over a business decision, contractual agreement, business transaction, or similar decision whereby a potential, perceived, or actual conflict could exist.

Examples include, but are not limited to:

- approving or influencing a contractual agreement for goods or services where there is a personal relationship with the supplier or vendor and/or personal gain;

- personal investment or financial interest in a business venture or transaction funded by NICHI or a financial interest in an organiozation NICHI is considering to sign a contractual agreement with;

- accepting gifts, payments, hospitality, or other goods / services that may have a potential, or actual influence over decisions made or that may place the individual under some obligation. It is acceptable to receive a gift of nominal value if it is within the normal standards of courtesy or protocol and does not compromise, or appear to compromise, the integrity of the individual or the organization;

- involvement, volunteer or otherwise, with another organization, Board, or professional affiliation that may pose a potential conflict with NICHI's interests and/or business operation;

- participation in business decisions where impartiality is required e.g., participating in a hiring, contracting, or compensation related decision where a close personal relationship exists;

- exercise authority over the business operation and related transactions, except as set out in Board policies;

- engaging in political activities that could constitute a conflict-of-interest or influence the ability to perform roles and responsibilties in an impartial manner;

- decisions or actions that may violate legislation, regulatory requirements, or NICHI's policies and procedures.

Procedures

Board Members have a fiduciary duty to NICHI. They must maintain the highest standard of trust and integrity and avoid any conflict-of-interest with respect to their role and responsibility. Failure to disclose can result in reputational harm to the organization.

1. Duty to Disclose

    1.1 Board Members are obligated to immediately disclose any potential, perceived, or actual conflict-of-interest situation to the Chair, Board of Directors. All material facts must be disclosed. The Chair shall decide if a conflict-of-interest exists and move to resolve the situation.

    1.2 In the event the Chair is unavailable, Board Members shall disclose the conflict to the Vice-Chair.

    1.3 In the event the Chair has a conflict, the Chair shall notify the Vice-Chair who will move to resolve the issue.

    1.4 The Board Member must remove themself from the situation and abstain from further discussion with other Board Members or voting on the matter until the situation is resolved. This abstention must be recorded in the Board minutes.

    1.5 The Chair has the sole discretion to involve the Board's Human Resources Committee or strike a sub-committee to assist with resolving the issue.

2. Review and Resolution

    2.1 The Chair shall determine if further information is required and/or if an interview or investigation is necessary.

    2.2 If it is determined no conflict of interest exists, the matter will be documented but no further action shall be taken.

    2.3 If it is determined a conflict-of-interest may exist, the Chair shall determine the significance of the issue and the decide how to proceed to resolution.

    2.4 The Chair has the discretion to act independently, strike a sub-committee to consider the matter, or involve the Human Resources Committee Members.

2.5 The resolution may require an informal measure, restriction or, if the conflict is considered egregious in nature whereby the Board Member has breached their duty, the Board Member may offer their resignation, be asked to resign, or be removed from the Board if it is in the best interests of NICHI. A decision of the Board shall be taken with the majority vote. The Board Member shall not be allowed to participate in the deliberation or the vote.

2.6 Whether the resolution is informal or formal in nature, the matter shall be documented by the Board. Confidentiality shall be maintained.

3. Declaration

3.1 This policy shall be formally approved at a Board of Directors meeting.

3.2 Upon initial appointment, new Board Members shall attest that they have read, understood, accept, and sign the conflict-of-interest declaration form.

3.3 At the commencement of all Board Member related meetings, the Chair, or the designated head of the meeting, shall ask Board Members to declare if any potential, perceived, or actual conflict exists prior to the formal commencement of the meeting. Board Members shall provide a verbal response indicating no conflict exists or, if a Board Member declares a conflict, the individual must sign a disclosure statement. The Board Member shall be excused from the meeting either in whole or in part. All declarations shall be recorded in the minutes.

3.4 Board Members shall review the conflict-of-interest policy and related by-laws annually to determine if the policy requires any changes or updates. Any suggested changes shall be voted on and be recording in the minutes of the meeting.

3.5 All Board Members shall sign an annual conflict-of-interest declaration form, indicating no potential, perceived, or actual conflict exists.

Initial Policy Approval/Authorization	**Signature**	**Date**
Chair, Board of Directors		

Revised Policy Approval/Authorization	**Signature**	**Date**
Chair, Board of Directors		

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CONFLICT-OF-INTEREST

DECLARATION FORM

Name (printed): _____ Date: _____

Board Member position: _____

In accordance with the Conflict-of-Interest Policy, I hereby agree to abide by the procedures as set forth in the Policy.

My signature below confirms no potential, perceived, or actual conflict of interest currently exists. I further understand and agree that I must disclose any potential, perceived, or actual conflict of interest that may arise in the future.

Signature: _____ Date: _____

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CONFIDENTIALITY POLICY

Policy Statement

National Indigenous Collaborative Housing Inc. (NICHI) respects all urban, rural, and northern Indigenous communities and the many other stakeholders with whom they work with and serve. NICHI Board Members, Officers, Committee Members, and Ex Officio Members have a fiduciary duty to ensure they act with professionalism and integrity. The purpose of this policy is to reinforce the need to maintain confidentiality at all times, mitigate risk, and ensure confidential, privileged, proprietary, and/or private information is not disclosed.

Application

This policy applies to all Board Members, Officers, and Committee Members, including Ex Officio Members, who can are privy to confidential information during the course of their work.

Definitions

'Board of Directors' means all persons holding a position on NICHI's Board of Directors.

'**Board Officers'** means Board appointment of individuals who act in an 'Officer' capacity including the Chair, Vice-Chair, Secretary, Treasurer and others who typically perform in an Officer role.

'Board Committee Members' means non-Board and Board Members who sit on designated Board Committees.

'Ex Officio Members' may include individuals who provide guidance and advice to the Board, sit on Committees to provide specific expertise, or represent the Board in some manner.

'**Board Members'** is the all-encompassing term used for the purposes of this policy. This term includes the Board of Directors, Board Officers, Board Committee Members, and Ex Officio Members.

Confidential Information Includes all information of a confidential or sensitive in nature. Examples of confidential information may include, but are not limited to:

- details regarding project proposals and related inancial information and agreements;
- contractual agreements with vendors or contractors;
- other items that are expressed in confidential terms during the course of meetings that would not normally be disclosed to the public or stakeholders;
- legal issues pertaining to the business operation of NICHI;
- personal information (e.g., health, employment, financial, or other personal information) about NICHI's employees, fellow Board Members or the membership.

In-camera sessions Are meetings that involve only Board Member-only sessions.

Procedures

1. NICHI's Board of Directors are responsible to ensure the organization is compliant with privacy laws and that it has appropriate privacy compliance policies and procedures in place to mitigate any risk.

2. Board Members are privy to confidential, sensitive, and private information. As such, they are expected to demonstrate a reasonable degree of caution and good judgement when determining what information should be kept confidential.

3. Board Members must only access and use confidential or sensitive information or data in the course of fulfilling their duties and responsibilities. This information shall remain confidential.

4. All confidential and sensitive information is to be stored and safeguarded against unauthorized access, disclosure or use, and/or theft.

5. All technology-based systems and software shall be password protected and up-to-date data security/anti-virus software shall be installed; passwords are not be to shared with others.

6. Confidential information shall be destroyed in a secure manner and through a proper disposal process (i.e., shredded) when no longer required.

7. Confidential and private discussions shall be conducted in a private, secure location.

8. Meeting agendas shall include the need for an in-camera discussion as an agenda item. In-camera sessions or Board-only discussions allow Board Members to privately discuss highly

sensitive business-related matters. In-camera sessions do not include regular Board business. In-camera discussions and any motions made during an in-camera session shall be minuted and maintained in a separate, confidential file and brought forward to the next meeting for Board approval.

9. Board Members are obligated to immediately disclose any potential or actual breach of confidentiality to the Chair, Board of Directors. All material facts must be disclosed. The Chair shall decide if confidentiality has been breached and move to resolve the situation in the appropriate manner and in accordance with the by-laws.

10. In the event the Chair is unavailable, Board Members shall advise the Vice-Chair.

11. In the event the Chair has breached confidentiality or privacy, the Chair shall notify the Vice-Chair who will move to resolve the issue.

12. There are certain circumstances that obligate Board Members to disclose confidential information including:
    - a court or legislative order;
    - if the health, safety, or well-being of an individual is at risk;
    - when authorization is provided from the individual or entity to whom the information pertains.

13. Board Members shall not make statements to the media or to other public entities without Board authorization.

14. This policy shall be formally approved by the Board of Directors. Board Members shall review this policy and related by-laws annually and make any changes or updates accordingly.

15. Board Members shall attest that they have read, understood, accept, and sign the confidentiality declaration form. This form must be signed upon initial appointment and each year thereafter.

Initial Policy Approval/Authorization	**Signature**	**Date**
Chair, Board of Directors		

Revised Policy Approval/Authorization	**Signature**	**Date**
Chair, Board of Directors		

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CONFIDENTIALITY

DECLARATION FORM

Name (printed): _____ Date: _____

Board Member position: _____

In accordance with the Confidentiality Policy, I hereby agree to abide by the procedures as set forth in the Policy.

My signature below confirms that I have read, understand, and agree that I shall not disclose confidential information to any person or entity unless disclosure has been authorized by the Board of Directors. Further, I agree to return all business-related documents, materials, and information, regardless of the medium, at the end of my term.

Signature: _____ Date: _____

National Indigenous Collaborative Housing Inc. (NICHI)
Logement Cooperatif National Autochtone Inc.

TERMS OF REFERENCE
Executive Committee

Approved by Board of Directors: October 11, 2023

1. PURPOSE AND MANDATE:

1.1. The Executive Committee has a duty to carry out tasks in accordance with Bylaws, Policies and Procedures, and in keeping with both the Vision and Mission of NICHI.

1.2. The Executive Committee meets at the request of the Board or the Chair to provide governance oversight between Board meetings, subject to the Bylaws and Board policies.

1.3. The Executive Committee shall support the Chief Executive Officer (CEO) to deal with the activities of the organization, and assist where needed to give advice, interpretations and directions on implementation of plans, policies, procedures and budgets that have been recommended and approved by the Board.

2. COMPOSITION OF THE COMMITTEE:

2.1 The Executive Committee shall consist of Chair, Vice-Chair, Secretary and Treasurer, appointed by the Board of Directors from among the Directors of the Corporation.

2.2 The Chief Executive Office (CEO) is an ex-officio member of the Executive Committee, with no voting authority.

3. DUTIES OF THE OFFICERS:

3.1 The Chair shall:

- 3.1.a Chair all Board, Executive Committee, Annual General and Special Meetings, except where a designate is approved by the Board of Directors.
- 3.1.b Be an official spokesperson/ representative for the Corporation.
- 3.1.c Act as signing officer on behalf of the Board for legal and financial purposes.

3.2 The Co-Chair shall:

- 3.2.a Assist the Chair in carrying out her/his role to support the Corporations Vision and Mandate.
- 3.2.b Perform the duties of the Chair in her/his absence.
- 3.2.c Be an official spokesperson/ representative for the Corporation.
- 3.2.d Act as signing officer on behalf of the Board for legal and financial purposes.

3.3 The Secretary shall:

- 3.3.a Ensure the maintenance and safe keeping of all records of the Corporation, including but not limited to: Meeting Minutes, Reports, Legal correspondence, Membership, By-laws, Policies and Procedures, and other official documents.
- 3.3.c Be an official spokesperson/ representative for the Corporation.
- 3.3.d Act as signing officer on behalf of the Board for legal and financial purposes.

3.4 The Treasurer shall:

3.4.a Ensure the completion, management and safe keeping of all financial matters of the Corporation, including but not limited to: accurate financial records, books of accounts, reports and audited financial statements.

3.4.b Report on the financial health of the Corporation at each Annual General Meeting.

3.4.c Be a member of the Finance Committee, if any

3.4.c Be an official spokesperson/ representative for the Corporation.

3.4.d Act as signing officer on behalf of the Board for legal and financial purposes.

3.5 The CEO shall:

3.5.a Ensure that the Executive Committee has the necessary resources, documentation and information required to perform their duties and responsibilities.

3.5.b Be ex-officio member of all other committees; Report back to the Executive Committee.

3.5.c Be an official spokesperson/ representative for the Corporation.

3.5.d Act as signing officer on behalf of the Board for legal and financial purposes.

4. MEETINGS AND QUORUM

4.1 The Executive Committee will meet, as required or requested by a member of the Executive Committee or the CEO, when considered appropriate.

4.2 The quorum of any meeting of the Executive Committee shall be three committee members, excluding the CEO.

4.3 The members of the Executive Committee may participate in a meeting of the Executive Committee electronically or face to face, so long as those participating to hear each other and shall be entitled to vote or be counted in the quorum accordingly.

4.4 Meetings of the Executive Committee, unless all members otherwise agreed, shall be convened with at least two (2) days prior notice, that includes an agenda, confirming the venue, time and date, together with supporting documentation on every issue to be discussed.

4.5 The Secretary shall ensure that a record of the proceedings and decisions of all EC meetings and minutes shall be kept in an accessible format and location for production upon request.

5. AUTHORITY

5.1. The Executive Committee shall have all the powers and authority of the Association between regular meetings of the Board of Directors, when necessary, except the authority to:

5.1.a Submit to the members any question or matter requiring the approval of members;

5.1.b Fill a vacancy among the directors or in the office of public accountant or appoint additional directors;

5.1.c Issue debt obligations except as authorized by the directors;

5.1.d. Approve any financial statements referred to in section 172 of the *Canada Not for Profit Corporations Act*;

5.1.e. Adopt, amend or repeal by-laws; or

5.1.f. Establish contributions to be made, or dues to be paid, by members under section 30 of the *Canada Not for Profit Corporations Act*.

5.2 The Executive Committee shall give or make available to the Board all information, reports and other documents to enable the Board to carry out its duties.

6. REPORTING

6.1 The Executive Committee as required, shall formally report to the Board at each Board meeting covering the proceedings of the Executive Committee since the previous Board meeting.

6.2 Minutes of the Executive Committee meetings are to be kept and held in an accessible format on a shared board location or online platform.

Resolution No. __-23 **Date: September 5,2023**

Whereas, the directors in meeting in Calgary on August 8-9 developed a set of terms and reference drafting committees to draft and present to the directors the first draft of the terms of reference for various Committees of NICHI;

Whereas the term of reference committee for the Finance Committee met and have produced the attached (schedule A) draft of the Terms of reference for the Finance committee, which is now recommended for approval by the Directors by the Terms of reference Committee.

Therefore, be it resolved that the directors hereby accept the recommendation, and create the first NICHI Finance Committee, to be chaired by the Treasurer, and operated under the terms of reference set out as Schedule A attached here, and appoint Sally Ledger, the treasurer and the following four members:

1. _____
2. _____
3. _____
4. _____

to hold membership on this committee until the next Annual General Meeting of NICHI or sooner as may be determined by the directors; and further the new Finance Committee shall have the one-time authority to select and supervises, in concert with the CEO, an appropriate consultant as determined by the committee to facilitate the development of the first ***Corporate Financial Operations Manual,*** at such reasonable cost as approved by the Executive Committee.

Passed and Certified by the Directors of *National Indigenous Collaborative Housing Inc. / Logement Coopératif National Autochtone Inc.*

_____ _____

Chair Secretary

Schedule A

FINANCE COMMITTEE
TERMS OF REFERENCE

Date for reference drafted: August 30, 2023

1. PURPOSE AND MANDATE OF THE FINANCE COMMITTEE SHALL BE:

1.1 To oversee / monitor the financial position of the Corporation on an ongoing basis to ensure that the organization's finances align with approved budget(s) and any current business plan and/or strategic plan.

1.2 To ensure that the financial reporting is accurate and transparent, and to report to the Board of Directors in respect to same.

1.3 Oversee and ensure compliance with all reporting obligations that may be imposed on the Corporation by the legal financial requirements, any funder or pursuant to any funding agreement(s).

2. COMPOSITION OF THE COMMITTEE:

2.1 The Finance Committee shall consist of the Treasurer, who will assume the role of Committee Chair, and up to four (4) additional members, appointed by resolution of the Board of Directors, and may include appointments of non-director member representatives / experts.

2.2 The Chief Executive Officer (CEO) is an ex-officio member of the Finance Committee, with no voting authority.

2.3 The Chief Financial Officer (CFO) or Financial Manager is an ex-officio member of the Finance Committee, with no voting authority.

3. DUTIES and RESPONSIBLITIES

3.1 Establish, review, and update the financial policies and procedures into the Corporate Financial Operations Manual always ensuring all processes and procedures are in accordance with legal and financial regulations.

3.2 Ensure that the financial record keeping aligns with the procedures outlined in the Corporate Financial Operational Manual.

3.3 Monitor the financial position of the organization on a monthly basis when the financial statements are completed. Reporting any risk, variances or concerns to the full Board of Directors.

3.4 Oversee and liaise with public accountant firm appointed by the Membership to ensure that annual audit is completed in timely manner.

3.5 The CEO and CFO/ Financial Manager shall:

a Ensure that the Finance Committee has the necessary resources, documentation and information required to perform their duties and responsibilities.

b Be ex-officio member of this committee; reporting back to this Committee.

4. MEETINGS AND QUORUM

4.1 The Finance Committee will meet, as required, which is expected to be at least monthly. Additionally, the Chair, or in her/his absence any member or CFO, may call for additional meetings when considered appropriate.

4.2 The quorum of any meeting of the Finance Committee shall be majority committee members.

4.3 The members of the Finance Committee may participate in a meeting of the Finance Committee from separate locations by means of tele/ video conference or other communication, which allows those participating to hear each other and shall be entitled to vote or be counted in the quorum accordingly.

4.4 Meetings of the Finance Committee will be arranged by the chair and/or support staff, at the request of the Chair. Unless otherwise agreed, an agenda confirming the venue, time and date of the meetings, together with supporting documentation, shall be forwarded to each Finance Committee member at least three (3) business days prior to the meeting.

4.5 The Chair shall ensure that a record of the proceedings and decisions of all Finance Committee meetings and minutes shall be circulated promptly to all Committee members. Minutes of the previous meeting shall be approved at the subsequent meeting and circulated to the Board.

5. AUTHORITY

5.1. The Finance Committee to fulfil the duties and responsibilities set out in these terms of references.

5.2 The Finance Committee shall give or make available to the Board such information, reports and other documents to enable the Board to carry out its duties.

5.3 The Finance Committee shall have the authority to initiate investigations into any matter within the Committee's scope of responsibilities and is empowered to retain special legal, accounting, or other consultants to advise the Committee, as approved by the directors.

6. REPORTING

6.1 The Finance Committee is accountable to the directors of the corporation as set out here.

6.2 The Finance Committee shall formally report to the Board at each regular Board meeting and as required with confirmations of the financial health and any recommendations.

6.3 Minutes of the Finance Committee meetings are to be presented to the directors and kept at the office of the CEO.

Resolution No. __-23 **Date: October 11,2023**

Whereas the directors in meeting in Calgary on August 8-9 developed a set of terms and reference drafting committees to draft and present to the directors the first draft of the terms of reference for various Committees of NICHI;

Whereas the term of reference committee for the Governance and Human Resource Committee met jointly and have produced the attached (schedule A) draft of the Terms of reference for the Governance and Human Resource committee, which merges the idea of two committees into one for efficiency, and now is recommended for approval by the Directors by the Terms of reference Committee.

Therefore, be it resolved that the directors hereby accept the recommendation, and create the first Governance and Human Resource Committee, to be chaired by the NICHI Chair, and operated under the terms of reference set out as Schedule A attached here, and appoint Jocelyn, the Chair and the following six members:

1. Alma Arguello
2. Robert LaFontaine
3. Sid Peters
4. Juanie Pudluk
5. David Seymour
6. Georgina Brass

to hold membership on this committee until the next Annual General Meeting of NICHI or sooner as may be determined by the directors; and further the Governance and Human Resource Committee shall have the one-time authority to select and supervises, in concert with the CEO, an appropriate consultant as determined by the committee to facilitate the development of the first ***Hunam Resource Policy Manual,*** at such reasonable cost as approved by the Executive Committee.

Passed and Certified by the Directors of *National Indigenous Collaborative Housing Inc. / Logement Coopératif National Autochtone Inc.*

_____ _____

Chair Secretary

Schedule A

GOVERNANCE AND HUMAN RESOURCE COMMITTEE TERMS OF REFERENCE

1. Purpose

1.1 The purpose of the Governance Committee oversees the function and duties of the board of directors through the development and implementation of a NICHI governance framework. The governance framework will provide policies that will support and guide the directors to carry out the principles and mandate of NICHI. Through the governance framework, the effectiveness of the directors and other committees will be evaluated and supported. Incorporate HR into this.

2. Composition and Quorum

2.1 The Governance Committee is composed of seven (7) members of the board and may include appointed and elected members who represent all parts of Canada.

2.2 Four (4) members of the Governance Committee shall constitute quorum.

2.3 A Chair shall be appointed from the Governance Committee members by the board of directors. The Chair shall be responsible for chairing all meetings and providing regular updates to the directors.

3. Duties and Responsibilities

The Governance committee is responsible for the following:

3.1 Director nomination and evaluation: The Governance Committee will make recommendations to the board on the qualifications of director candidates as well as the recruitment process, succession planning, and directors' orientation; and this will include that the size, leadership, and composition of the directors and applicable committees are appropriate.

3.2 Chief Executive Officer (CEO) Selection: The Governance Committee will oversee the recruitment process for the CEO and provide recommendations to the directors. The Governance Committee will conduct the annual review of the CEO and provide feedback to the directors.

3.3 Board and Committee Evaluations: The Governance Committee will lead conducting and analyzing board committee evaluations. This evaluation also will look at the appropriateness of each committee. Recommendations will be made to the directors considering the current stage of NICHI.

3.4 Annual Evaluation of the CEO: In conjunction with executive committee, the governance committee will conduct an annual review of the CEO and will report to the directors on the areas of success, as well as areas for improvement.

3.5 Governance Framework: The Governance Committee will review the Governance Framework and its policies to ensure that they are applicable and relevant to the mandate and current status of NICHI, as well as ensuring that any declarations are obtained annually.

4. Meetings

4.1 The Governance Committee will meet (at minimum) on a quarterly basis. Additional meetings will be held as deemed necessary by the Chair or as requested by any two committee members.

5. Reporting

5.1 The Governance Committee will provide a high-level report to the directors at each meeting that will include a summary of their work and recommendations will bring forward any items for discussion or approval.

6. Staff Support and External Advisors

6.1 The CEO will appoint a staff member of NICHI to record meeting minutes and to provide administrative support.

6.2 The CEO will attend the Governance Committee meetings, as requested, to provide necessary information to support the work of the committee.

6.3 External advisors may also be asked to attend to provide support as deemed necessary by the committee.

Schedule B

NICHI Governance and Human Resources Committee Workplan

Deliverable	Tasks	Lead	Timeline	Status
Bylaw and Regulation Review	Conduct a review of the bylaws and regulations of NICHI with the objective of identifying necessary amendments that will better support NICHI in fulfilling its mandate as well as the function of the directors. Draft amendments for presentation to the directors for approval.	Governance Committee Chair of the Governance Committee	2023	In-progress
Chief Executive Officer Job Description	Conduct a review of the existing job description of the CEO to identify gaps and necessary amendments. Present the revised job description to the directors for approval.	Governance Committee Chair of the Governance Committee	September 2023	In-progress
Hiring Process for the Chief Executive Officer	Obtain proposals from recruitment firms to conduct a search for a CEO to be presented to the governance committee. Review of proposals and selection of a successful recruitment firm. Oversee the recruitment process and provide regular updates to the governance committee	Acting CEO Governance Committee Chair of the Governance Committee Governance Committee Governance Committee	October 2023	

	and the directors on the status of the recruitment process. Review of applicants and selection of candidates for interviews. Selection of 2 governance committee members to sit on the interview panel with the Chair of the governance committee as well as identify any other external members to assist with the interview process. Conduct interviews with the selected candidates. Review findings from the interviews and present the selected top candidate to the governance committee and then the directors for final approval.	Interview Panel Interview Panel and Governance Committee Chair		
Development of Recommendations for Organization Headquarters and Regional Branches	Work in conjunction with the executive committee to develop recommendations regarding the location of organization headquarters as well as the regional branches. Present the recommendations to the directors.	Governance Committee Chair of the Governance Committee	October 2023	
Review of Executive	Conduct a review of the executive	Governance Committee	October 2023	

Committee Terms of Reference	committee terms of reference and provide recommended changes to the directors for approval.			
Policy Review	Conduct a review of all policies under which NICHI operates looking at areas of best practice, identifying gaps, and compiling recommended changes. Starting with the Finance and Administration Policy and Human Resources. Present updated policies to the directors for approval.	Governance Committee	November 2023	
Review of Board Composition	Conduct a review of the composition of the directors with the objective of ensuring the board composition has the appropriate balance of knowledge, experience, skills, expertise, indigenous awareness and diversity. Should a vacancy arise, identify desired skillset and experience in composition to the directors for member recruitment.	Governance Committee	On-going	
Development of Board Orientation	Work in conjunction with the CEO to compile necessary information for an	Governance Committee	On-going	

	orientation package for new directors.			
Review of Directors and the Committees	Work with the CEO to develop a process for reviewing the function of the directors and the committees. Conduct a review of the directors and the committees. Report to the directors the results of the reviews and any recommended changes.	Governance Committee Governance Committee Governance Committee Chair		
Code of Conduct Declarations	Obtain signed code of conduct declarations from all directors.	CEO and Governance Committee Chair		

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Terms of Reference

NICHI Project Selection Advisory Council (PSAC)

The National Indigenous Collaborative Housing Inc. (NICHI) exists to uphold and advance housing as a human right for all Indigenous Peoples living in urban, rural and northern communities from coast-to-coast-to-coast. NICHI is built on a principle of cooperation and coordination of expertise amongst members, partners and stakeholders committed to ensuring that no Indigenous person gets left behind because of where they live. It will roll out a national Urban, Rural, Northern (URN) Indigenous Housing Strategy, bring together Indigenous-led housing providers and fill a gap as a national coordinating mechanism. NICHI will harness the extensive Indigenous housing expertise to co-design and co-deliver a national URN housing strategy, distribute resources to Indigenous housing projects and support wrap-around services. Its governance, management and operational structures will utilise the strengths exhibited by Indigenous service organisations.

The NICHI Board of Directors is now in a position to appoint members to an independent Project Selection Advisory Council (PSAC) which will provide expert advice and recommendations on Indigenous-led housing projects and developments eligible for funding under the above noted URN Strategy. The Council will consist of trusted Indigenous housing experts from across the country holding various experiences and perspectives. The Council will advise on setting appropriate criteria, funding amounts, and reviewing guidelines for each of the program priority areas, recognizing the limited short-term funding available to meet urgent and un-met housing need.

Mandate

The NICHI Project Selection Advisory Council (PSAC) is an independent and nonpartisan body with a mandate to create and conduct a selection process for URN funding. The PSAC will be guided by criteria, as reviewed and affirmed by NICHI, which will be used to identify prioritized housing projects or developments eligible for program funding.

Composition of the PSAC

The Advisory Council will consist of **seven (7) members**, one of whom is named as Chairperson, from one or more of the following groups:

- Prominent in the Indigenous housing sector.
- Cross cultural representation to include First Nations, Inuit and Métis.
- Gender balanced, including gender diverse people.
- Geographic balance, with **at least 2 members from the North**.

Additional expertise will be called upon as needed to address unique project or development requirements, depending on geography and demographics based on immediate prioritized need, through a sliding matrix scale.

Length of Terms

Members of the PSAC are to be named for a period of six months, with the possibility of extension.

Remuneration

Members of the PSAC are not directly compensated for their time. Council members will receive reimbursement for reasonable costs associated with travel and accommodation to undertake execution of their duties.

Support

The Council will have access to assistance, as requested or required, from NICHI staff. Any staff assigned to support the Council will not be considered a member of the Council and will not, under any circumstance, seek to influence the decisions of the PSAC.

Recommendations

The PSAC will be required to provide a complete list of prioritized projects/developments as determined using the described process for selection developed by the Council. NICHI will use this prioritized list to fund initiatives until all funding available for this round of the program has been expended.

Recommendation Process

The members of the PSAC will:

a) Observe the highest standards of impartiality, integrity and objectivity in their consideration of all potential initiatives.

b) Apply fairly and with consistency, the criteria provided in assessing potential initiatives and meet the eligibility for these initiatives.

c) Establish a prioritized list of housing projects.

d) Declare any direct or indirect personal interest or professional or business relationship in relation to any project if such an interest or relationship could reasonably be considered to represent an actual or perceived conflict of interest:

    a. The declaration must include a statement as to any gifts or hospitality received by any proponents of any given project

    b. If such a declaration is made, the PSAC must decide, having regard to the nature of the relationship, if the member must withdraw from any deliberation about the project(s) and

    c. If the Advisory Council decides that the member must withdraw from any deliberation in relation to a project or projects, those deliberations are undertaken by the remaining members of the PSAC.

Conflict of Interest

While the PSAC may be composed of some members with housing background and experience with organizations submitting an expression of interest, it will be important to ensure that no member of the Advisory Council is, as per Item (d) of the Recommendation Process, in a real or perceived conflict of interest with respect to such organization nor to NICHI itself.

Confidentiality

The members of the Advisory Council must maintain, in strict confidentiality, any information brought before them in the conduct of their work.

Members of the Advisory Council must sign a confidentiality agreement as a precondition of being named to the Council.

No member is to be named publicly without their prior written consent.

All records created or received by the PSAC whether electronic or in hard copy, are the property of NICHI and must be returned to NICHI. All duplicate copies must be permanently deleted or destroyed.

Reporting

Within one month after submitting the recommendations for the selected projects, the PSAC must provide a report to NICHI that contains information on the process undertaken including the execution of the terms of reference and statistical data relating to the applications received. The report should also provide recommendations for improvements to the process.

The final report will be made available to government, as part of their required reporting process and to the public at large.