

***Tewatohnhi'saktha* Mandate and Roles Document**

The Mandate and Roles Document for *Tewatohnhi'saktha* has been developed collaboratively between the Mohawk Council of Kahnawà:ke and *Tewatohnhi'saktha* to reflect a common understanding of their respective roles and responsibilities.

1. Definitions

“Board of Directors” or **“Board”** means the Board of Directors of *Tewatohnhi'saktha*;

“Conflict of interest” means a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity or is in a situation where their independent decision-making is or may be compromised;

“Immediate family member” means the spouse, parent, child, brother or sister of an individual;

“Kanien'kehaka of Kahnawà:ke” means a person recognized as a Kanien'kehá:ka of Kahnawà:ke, according to the criteria and procedures in the *Kanien'kehá:ka of Kahnawà:ke Law* and the Regulations.

“Kanien'kehaka Territory of Kahnawà:ke” or **“Territory”** means:

- a) the lands, water, airspace and property, and the rights attached to them under the control and jurisdiction of the Kanien'kehaka of Kahnawà:ke;
- b) any and all lands that may be added to the lands now under the control and jurisdiction of the Kanien'kehaka of Kahnawà:ke through the negotiation and resolution of land grievances; and
- c) any and all lands that may be added to the lands now under the control and jurisdiction of the Kanien'kehaka of Kahnawà:ke as a result of any other means;
- d) and includes both privately held lands and lands that are held in common for the Kanien'kehaka of Kahnawà:ke;

“Tewatohnhi'saktha” means the Kahnawà:ke Economic Development Commission;

2. Tawatohnhi'saktha Mandate

2.1 Tawatohnhi'saktha is a band empowered entity.

2.2 In pursuing its mandate, Tawatohnhi'saktha is authorized to continue to hold shares in the various corporations it currently holds shares in, until such time as those shares are transferred to the Mohawk Council of Kahnawake or the Business and Economic Development Fund in accordance with the "Transfer of Assets Agreement";

2.3 Tawatohnhi'saktha is authorized to maintain one or more operational bank accounts at the Caisse Populaire of Kahnawake or at such other financial institution that may be authorized by the Mohawk Council of Kahnawake;

2.4 Tawatohnhi'saktha has been granted the authority to operate as a separate but collaborative organization with the MCK.

2.5 Tawatohnhi'saktha is accountable to the Mohawk Council of Kahnawà:ke.

2.6 Tawatohnhi'saktha is responsible and accountable for the delivery of the following services within the Kanien'kehaka Territory of Kahnawà:ke:

a) Workforce Development

The purpose of this function is to enable individuals to acquire knowledge, skills and attitudes for gainful employment or improved work performance and providing employers with an effective means to communicate and meet their demand for skills to decrease the number of unemployed and under-employed community members.

b) Business Retention & Expansion

The purpose of this function is to ensure that businesses located within Kahnawà:ke maintain and expand (as measured by increasing the number of individuals employed) their operations within the Territory.

c) Entrepreneurship & Business Services

The purpose of this function is to provide entrepreneurs with access to developmental loans and other financial contributions, training, mentoring and the technical assistance they need to start-up and expand their business.

d) Economic Development Marketing & Tourism

The purpose of this function is to market the overall community, individual properties or sites, or specific programs or policies for the purposes of attraction, retention, and expansion of businesses, increasing the number of tourists, and improvement of the community's image locally, nationally, and internationally.

e) Economic Policy Advisory

Tawatohnhi'saktha's function is to provide research and analysis of how economic policy, commercial regulations, and macroeconomic trends could impact Kahnawà:ke's economy and businesses.

3. Duties and Responsibilities

The Portfolio Chiefs

3.1 The Economic Development Portfolio Chiefs are accountable to the Mohawk Council of Kahnawà:ke and act as a liaison the Council table. The Portfolio Chief is an *ex-officio* member of the Board and has no voting rights.

The Board of Directors

3.2 The Board of Directors is responsible for the governance of Tewaohnni'saktha and overseeing the management of Tewaohnni'saktha's operations. The Board determines Tewaohnni'saktha's strategic direction, evaluates the performance of Tewaohnni'saktha's Executive Director (ED), approves and monitors Tewaohnni'saktha's business plan, and financial results and is ultimately accountable to the Mohawk Council of Kahnawà:ke. Board members must act honestly and in good faith, leaving aside personal interests to advance the public interest and the mandate of Tewaohnni'saktha. Board member must avoid conflict of interest, both apparent and potential, and declare any such conflict as soon as they become aware of them to the other Board members.

Board Composition

3.3 The Board will be comprised of seven (7) voting members;

- Four (4) members who are elected by eligible Kanien'kehá:ka of Kahnawà:ke;
- Three (3) members who are appointed by the Mohawk Council of Kahnawake.

3.4 The Board will also include the Portfolio Chiefs for Economic Development as *ex officio* non-voting members.

3.5 The Board may, by consensus of its members and whenever necessary, invite subject matter experts to their meetings in order to obtain the expert's advice or opinion on a particular matter. In addition, the Board may during the transitional period, invite previous Board members to provide input on a particular matter requiring the corporate knowledge of said Board members.

3.6 The Board will create committees as needed. Each committee will meet as required. The entire Board will meet on a monthly basis, at least ten (10) times per year.

Board's Responsibilities

4.1 The Board will:

- a) identify appropriate business processes to assist in fulfilling its mandate including the approval of organizational policy;
- b) enact Tewaohnhi'saktha's Code of Conduct and ensure that all Directors comply with said Code;
- c) enact a bylaw governing the election process for elected members of the Board which are consistent with this Mandate;
- d) establish an audit committee and other such committees as it deems necessary to carry out its mandate and ensure that a written mandate of each committee is reviewed and approved annually;
- e) determine the recruiting and hiring process for the Executive Director and assess all candidates;
- f) select and appoint the Executive Director by resolution; monitor and evaluate the Executive Director's performance; and approve the Executive Director's compensation;
- g) ensure that adequate plans management development and succession plans are developed and implemented, and conduct an annual review of such plans;
- h) monitor the financial performance of Tewaohnhi'saktha, ensuring that, with the advice of the external auditors, the financial results are reported on a timely and regular basis and in accordance with Generally Accepted Accounting Principles (GAAP);
- i) ensure that all material developments, and significant emergent issues related to Tewaohnhi'saktha's operations are disclosed to the Mohawk Council of Kahnawà:ke on a timely basis;
- j) oversee compliance with all relevant bylaws, policies, procedures and standards by which Tewaohnhi'saktha operates and ensure that Tewaohnhi'saktha always operates in compliance with all applicable laws and regulations, and to the highest ethical standards;
- k) approve all matters which require Board approval as prescribed by their bylaws, policies, procedures and standards. The Board ensures that such matters are brought to the attention of the Portfolio Chiefs;
- l) provide ongoing development and training opportunities for the Executive Director and Tewaohnhi'saktha staff;
- m) ensure that the Board or a delegated committee, conduct an annual evaluation and review of the performance of the Board, its committees, the Chair of the Board and individual Directors. The Board reviews the results of the evaluations and discusses opportunities to improve Board effectiveness. Individual Director evaluations are used to identify opportunities to improve the individual Director's competence and to inform the re-appointment process;
- n) prepare and provide to the Mohawk Council of Kahnawà:ke, a Business Plan, Annual Report and, an Annual Operating Budget for each fiscal year in the form and at a time acceptable to the Mohawk Council of Kahnawà:ke. These documents are made available to the public through the local media;

- o) address how Tewatohnni'saktha interacts with the public and establishing policies that clearly identify roles and responsibilities in communication with the public;
- p) ensure quarterly operational reporting to Mohawk Council of Kahnawà:ke is conducted;
- q) develop a protocol with the Mohawk Council of Kahnawà:ke to ensure that matters of mutual concern are identified and discussed;
- r) engage in a strategic planning process which includes the consideration of the principal risks associated with Tewatohnni'saktha's operations. The management of these risks is assigned to the Executive Director and the status is periodically reviewed by the Board. The Executive Director is charged with the responsibility to assure that the Board and its committees are kept well informed of changing risks on a timely basis;
- s) whenever possible make its decisions through consensus. In the absence of any possible consensus as determined by the Chair, a vote will be held by the voting members of the Board. Each voting member of the Board has the right to vote in all decisions or resolutions passed by the Board; and a simple majority of members of the Board make a quorum for the purpose of convening meetings and making decisions;
- t) adopt any bylaw, policy, procedure, standard, or resolution it deems necessary to fulfill its mandate and which do not exceed the limits of their mandate.
- u) will review this Mandate every four (4) years and will make recommendations to the MCK for proposed changes to the Mandate.

Chair's Responsibilities

5.1 With direction from the Board, the Chair publicly represents the Board and its interests, as well as the interests of Tewatohnni'saktha, in dealing with the Portfolio Chiefs, the Executive Director, stakeholders, and the community. The Chair is responsible for providing leadership for the Board and for effectively facilitating the work of the Board.

5.2 The Chair:

- a) sets the agenda and manages Board meetings;
- b) provides the Portfolio Chief with regular updates on Tewatohnni'saktha's operations and informs the Mohawk Council of Kahnawà:ke regarding emergent issues;
- c) ensures that the Board, and its committees, have opportunities to meet independent of management;
- d) ensures that the Board conducts an annual evaluation of its performance (Annex A), and the work of individual Board members and the performance of the Executive Director;
- e) ensures the implementation of the Code of Conduct and ensures that conflict of interest matters are addressed by the Board.

Executive Director's Responsibilities

6.1 The Executive Director is responsible for leading management, developing recommendations for and implementing the organization's strategy and reporting to the Board.

6.2 The Executive Director:

- a) develops, implements and executes the strategic and operational plans of the organization;
- b) negotiates with third parties;
- c) provides input and recommendations on economic development in the Territory;
- d) measures and evaluates approved key success measures pursuant to the strategic and operational plans;
- e) manages the daily operations of Tewaohnhi'saktha;
- f) ensures that programs and services are being delivered pursuant to Tewaohnhi'saktha's established policies, procedures and standards;
- g) establishes appropriate safeguard systems for the general administration and financial management, control and care of Tewaohnhi'saktha organizational assets;
- h) monitors performance and takes corrective action when problems are identified;
- i) ensures proper management of Tewaohnhi'saktha's risk in providing services;
- j) provides support to the Board to allow it to carry out its governance function;
- k) recommends ongoing development and training opportunities for the Board of Directors and Tewaohnhi'saktha's staff;
- l) works with the Board to prepare an annual Business Plan, Annual Report and Annual Operating budget;
- m) maintains effective communications with the Board Chair, the Portfolio Chief, the Council of Chiefs, other public-sector organizations, stakeholders and other business partners;
- n) operates within the scope of Tewaohnhi'saktha's established mandate, policies, procedures, standards and budget approved by the Mohawk Council of Kahnawà:ke;
- o) provides an orientation to the practices of their organization, including their governance practices to new Board members and new Council Chiefs;
- p) participates in the Mohawk Council of Kahnawà:ke Economic Development Portfolio Governance team as required.

Portfolio Chiefs' Responsibilities

7.1 The Portfolio Chiefs:

- a) participate in the Board's Strategic planning process and regularly scheduled Board meetings;

- b) ensure Tewaohnni'saktha's operations and performance are fulfilling its mandate and are in line with the direction and priorities set in the Strategic planning process;
- c) work collaboratively with the MCK and Tewaohnni'saktha's Board to ensure these entities meet at least once a year to discuss, deliberate and strategize on their continued relationship.

8. Election and Appointment of the Board of Directors

Election Eligibility

8.1 In order to be eligible to be elected to the Board the candidate must:

- a) be recognized as a Kanien'kehaka of Kahnawà:ke in accordance with the *Kanien'kehaka of Kahnawà:ke Law*;
- b) be at least twenty-one (21) old on the date of the election;
- c) have engaged in a commercial activity recognized by the Mohawk Council of Kahnawà:ke, for at least three (3) years prior to their nomination.
- d) not be an employee of either the Mohawk Council of Kahnawà:ke or Tewaohnni'saktha.

8.2 For the purpose of this Mandate, being "engaged in a commercial activity" means;

- a) owning fifty percent or more of a business which provides goods or services in the ___Territory;
- b) operating a business which provides goods or services in the Territory on behalf of a business owner if that business owner is recognized as a Kanien'kehaka of Kahnawà:ke;
- c) acting with managerial authority in a business which provides goods or services in the Territory on behalf of the business owner if that business owner is recognized as a Kanien'kehaka of Kahnawà:ke.

8.3 All elected members of the Board will serve a term of office of four (4) years.

There is no limitation in the number of consecutive terms of office an elected member of the Board can serve.

The terms of office for elected members of the Board, in year 1, will include two 2-year members and two 4-year members, and will thereafter be staggered to maintain continuity.

8.4 The election will be conducted in accordance Tewaohnni'saktha's bylaw of election procedures;

Appointment Process

9.1 In order to be eligible to be appointed to the Board the candidate must:

- a) be recognized as a Kanien'kehaka of Kahnawà:ke in accordance with the *Kanien'kehaka of Kahnawà:ke Law*;
- b) be at least twenty-one (21) old on the date of the appointment;

9.2 The three (3) appointed members of the Board will be appointed by the Mohawk Council of Kahnawà:ke.

The appointed members of the Board are appointed in accordance with the procedure set forth by Mohawk Council Executive Directive (MCED).

9.3 Appointed members of the Board will serve a term of four (4) years, however the MCK may at anytime revoke the appointment and replace the Board member whose appointment was revoked.

9.4 There is no limitation in the number of consecutive terms of office an appointed member of the Board can serve.

Post-Election/Appointment

10.1 Once the seven (7) voting members have been placed on the Board, the Board then appoint its Chair, Vice-Chair, Treasurer, and Secretary.

The Board is bound by this Mandate, its operating bylaws and the enabling MCED, and must adhere to the content contained within said documents.

Vacancy

11.1 When a vacancy occurs, the Board will identify the competencies that need to be replaced and will provide that profile to the individual/team responsible for leading the recruitment process.

11.2 If the vacancy results from the absence of an appointed Board member, the MCK will appointment a new member to fill the vacancy in accordance with the procedure set forth by MCED and taking into account the competencies identified by the Board.

11.3 If the vacancy results from the absence of an elected Board member and more than one (1) year was remaining in the term then a by election will be conducted in accordance with Tewatohnhi'saktha's bylaw of election procedures to fill the vacancy. However, if less than one (1) year remains in the term no by election will be called to fill the vacancy.

11.4 If two (2) vacancies result from the absence of elected Board members a by election will be conducted in accordance with Tewaohnni'saktha's bylaw of election procedures to fill the vacancy.

12. Interaction between Tewaohnni'saktha and other Organizations

Tewaohnni'saktha, pursuant to their Mandate will conclude protocols with the following organizations and departments to set the parameters of their respective interactions:

Mohawk Council of Kahnawà:ke – Office of the Council of Chiefs (OCC):

Mohawk Council of Kahnawà:ke – Executive Office (EO):

Mohawk Council of Kahnawà:ke – Lands Unit:

Mohawk Council of Kahnawà:ke – Social Development Unit (SDU)

Mohawk Council of Kahnawà:ke – Labour Office

Mohawk Council of Kahnawà:ke – Public Relations

Mohawk Council of Kahnawà:ke - Public Safety

Business and Economic Development Fund (BEDF)

Kahnawà:ke Education Center (KEC):

Kahnawà:ke Shakotiiia'takehnhas Community Services (KSCS):

Kanien'kehaka Onkwawen:na Raotitiohkwa (KOR):

Kahnawà:ke Fire Brigade (KFB):

Regional Adult Education Center (RAEC):

Caisse Populaire – Kahnawake (CPK):

Any issues that may arise relating to the roles and responsibilities of any of the organizations listed above or Tewaohnni'saktha in the area of economic development will be settled by mediation.

13. Administration

Amendment to Mandate and Roles Document

The Mandate and Roles document may be amended at any time; any proposed amendment must be enacted by an MCED.

Transparency

Copies of the Mandate and Roles document will be filed with the Mohawk Council of Kahnawà:ke and Tawatohnni'saktha. In support of the principle of transparency, this document will also be easily available to the public on Tawatohnni'saktha's website www.tewa.ca.