



Terms of Reference for LFFA Forum Delegates and Alternates

1. Signatories to the LFFA Governance Protocol have the opportunity and responsibility of participating in the business and decision making process of the Lower Fraser Fisheries Alliance through the appointment of their Delegate and Alternate to the LFFA Forum. .
2. Each Signatory to the LFFA Governance Protocol will appoint one Delegate by a written resolution of a quorum of Chief and Council. An Alternate may also be appointed in the same manner. Participation by a Delegate or Alternate will be acceptable at the Forum.
3. A Delegate or Alternate can provide a proxy in writing to another Delegate or Alternate that is specific to a vote(s) at a particular meeting.
4. The Delegate and Alternate are responsible for regular reporting to their First Nation, and each First Nation agrees in the LFFA Governance Protocol to provide direction and mandates to its Delegate and Alternate on the priorities and issues required to successfully conduct LFFA's work.
5. A Delegate or Alternate is responsible for engaging with their LFFA Forum Delegates and Alternates representative(s) to ensure they are informed of issues of concern, decisions, actions or processes that are relevant to their geographic region and the LFFA organization as a whole.
6. Wherever possible, decisions of the Delegates at an LFFA Forum will be arrived at through consensus at meetings. If consensus can not be achieved the following will apply:
 - a. decisions on the issue will be deferred until further information is provided if it is deemed that clarification is required; or

- b. Roberts Rules (decision making) will be implemented as a last resort (i.e. when a decision is required) whereby a vote by simple majority will be sufficient for a final decision to be made.
7. A quorum of the Delegates (50% plus 1) must be present at duly convened meetings before business and decisions can proceed. If a quorum is not present the delegates in attendance may elect to proceed to discuss the issues and make recommendations. In this circumstance the protocol the LFFA will use is the following:
- a. Any decisions will be made in principle until absent LFFA member(s) can be canvassed by email, fax or phone;
 - b. A briefing note will be provided to the absent LFFA members outlining the discussion and items requiring their decision;
 - c. A specific time frame for LFFA members to respond will be identified;
 - d. Once enough affirmative responses are received to confirm a quorum, the decisions of the meeting will be deemed ratified;
 - e. If the decision is not passed through this process, the issue will be reconsidered at the next regular LFFA meeting or at a special meeting if the matter is urgent.

8. In-Camera Meetings

In-camera sessions can commence when a quorum of the LFFA Forum Delegates and Alternates is present in person. In camera participation will be determined by the Delegates and Alternates. In-camera sessions are utilized when the LFFA Forum Delegates and Alternates is discussing, for example:

- a) Matters related to legal, civil or criminal proceedings;
- b) Assessing and managing LFFA Forum Delegates and Alternates Conflict of Interest.
- c) The performance of an LFFA Delegate or Alternate.
- d) The performance of the LFFA Chair or Co-Chair.
- e) The requirement to excuse Guests or Non Delegates while LFFA Delegates and Alternates caucus.

Procedure

- a) If an in-camera session is requested a quorum of the LFFA Forum Delegates and Alternates must be present. Guests and Non Delegates will be excused for the duration of the in camera session.
- b) Reporting practices and minutes will include decisions, motions and actions for in camera meeting purposes. All records of the meeting will be collected and destroyed immediately after the meeting.

- c) In cases of decisions or motions made, minutes shall identify that a vote was taken or consensus reached, but not identify how the vote was split in a majority decision, or how individuals voted, unless an LFFA Forum Delegate and Alternate Member ask that their individual vote will be announced.
9. Non Signatory Lower Fraser First Nations can join the LFFA at any time providing the Chief and Council of the Community execute a BCR confirming their approval to sign the LFFA Protocol and appoint a Delegate and Alternate.
 10. All participants are required to conduct themselves in a respectful manner throughout all proceedings.
 11. The minimum standards for participation of the LFFA Forum Delegates and Alternates are:
 - a) Ability to meet the selection criteria for the LFFA Forum Delegates and Alternates (see attached document);
 - b) Missing no more than two unexcused LFFA Forum meetings in a row. In the event that a Delegate or Alternate are unavailable for an LFFA Forum meeting, they are encouraged to seek a proxy to participate on their behalf;
 - c) Attendance at LFFA Forum meetings;
 - d) Constructive contribution to the LFFA Forum discussions and deliberations.

Duty of Standards

Members must act honestly, in good faith and in the best interests of LFFA and the members of the Society and Governance Protocol. Members must:

- a) be honest in their dealings with LFFA and with others (internally and externally) on behalf of LFFA;
- b) avoid situations where they could put themselves in a position of conflict of interest;
- c) avoid speaking publically against or undermining the LFFA, Lower Fraser First Nations and other First Nations.

Breach of Standards Procedure

1. Should an LFFA Forum Delegate or Alternate member contravene their duties or responsibilities, the LFFA Forum Delegates and Alternates will consider the following actions:
 - a. LFFA Chair, Co-Chair, Executive Committee member and/or EC Regional representative may follow up with the Delegate or Alternate to discuss and determine the reason(s) for absence or contravention of duties or responsibilities;

- b. LFFA Chair, Co-Chair and/or Executive Committee may request a meeting or issue a letter to the respective First Nation to discuss and review the reason(s) for absence or contravention of duties or responsibilities of their Delegate or Alternate;
- c. LFFA Chair, Co-Chair and/or Executive Committee may make a recommendation to the First Nation that the appointment of their Delegate and Alternate member be rescinded and replaced.

12. All participants are required to review correspondence and documents which are relevant to the Lower Fraser Fisheries Alliance.

13. Conflict of Interest

Because our work, personal activities are often intertwined; conflicting interests can be a challenge due to the personal and working relationships of LFFA Forum Delegates and Alternates internal and external to their community. LFFA Forum Delegates and Alternates are expected to declare personal relationships, business, or other interest they have which could influence their judgment on LFFA business. Any potential or perceived conflict of interest should be declared.

Definition

Conflict of interest occurs where a member has, or is perceived to have, a divided loyalty. A conflict of interest may arise at any time.

- Direct Conflict of Interest - where the individual, individual's family or community stands to benefit directly, more than others, from a decision, the outcome of which they are in a position to influence.
- Indirect Conflict of Interest - where the individual's family or community stands to benefit indirectly, more than others, from a decision, the outcome of which they are in a position to influence.
- Perceived Conflict of Interest – where the individual, individual's family or community stands to benefit directly or indirectly and there is some debate about whether a conflict of interest exists.

Conflict of Interest Procedure

If the LFFA Forum Delegate and Alternate member has a conflict of interest, it should be brought to the attention of the other LFFA Forum Delegates and Alternates, Chair or Co-Chair. Conflict of interest should be announced by the individual Delegate or Alternate themselves or LFFA Forum Delegates and Alternates members who believe that a conflict of

interest exists. Once you have declared yourself in a conflict of interest, you should withdraw from the deliberation and decision making process.

The onus is on the individual Delegate or Alternate to determine and declare that they are in a conflict of interest. In the event that an individual Delegate or Alternate is not declaring a conflict of interest, it is incumbent upon other LFFA Forum or Delegate or Alternate members to identify that a conflict of interest may exist.

There would be an opportunity for all parties to discuss this transparently and openly at a scheduled meeting. See meetings section of these Terms of Reference.

When you are uncertain as to whether or not you have a conflict of interest, then the potential conflict should be declared, and the LFFA Forum Delegates and Alternates members will make a decision on whether or not a conflict exists.

14. Dispute Resolution (Reference the LFFA Governance Protocol Schedule for Delegate or Alternate dispute resolution processes)
15. Terms of Reference Review-The LFFA Terms of Reference for Delegates and Alternates will be reviewed annually by the LFFA Forum Delegates and Alternates at the beginning of each fiscal year. Following the review, any amendments will be sent to all LFFA delegates for review and comment.
16. Amending Provision - These Terms of Reference may be amended by consensus and quorum of the LFFA Forum. A quorum of the LFFA Forum is 50% plus 1 of those in attendance at a duly convened meeting.