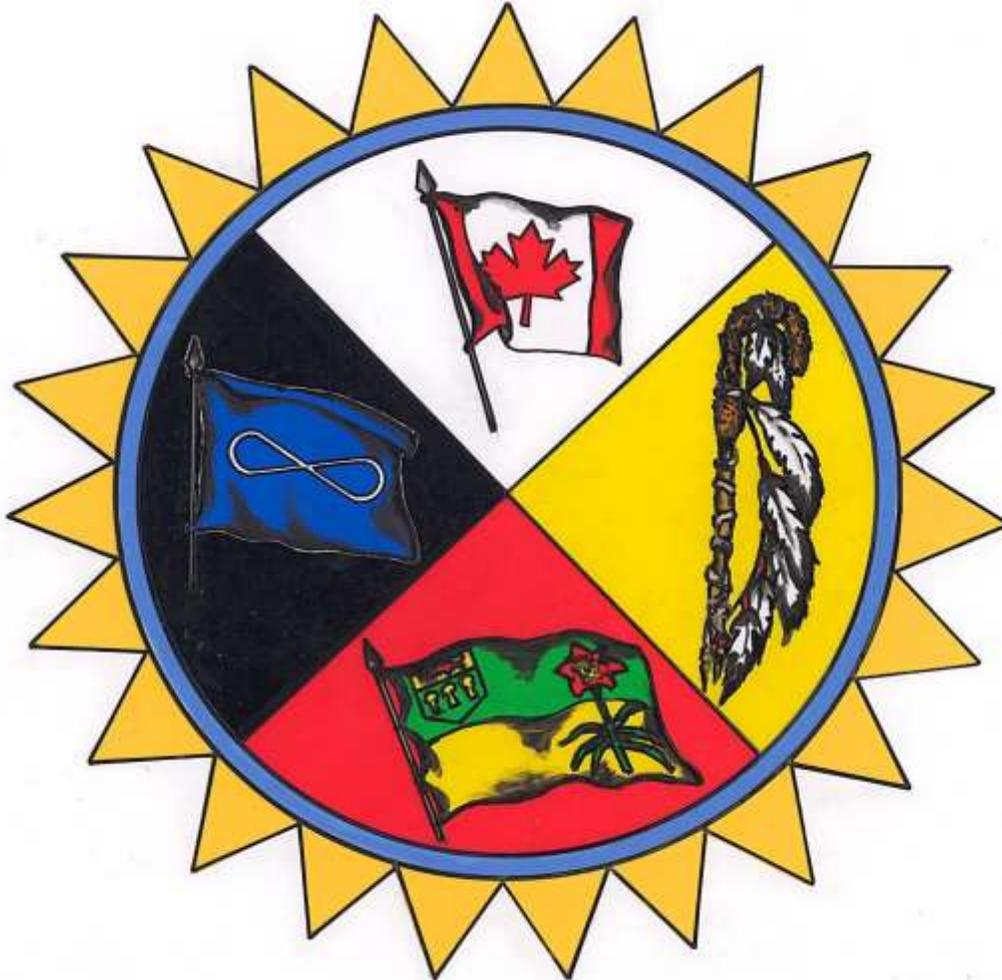


2015

ABORIGINAL GOVERNMENT EMPLOYEES NETWORK



AGEN TERMS OF REFERENCE

Approved by the Board of Directors: February 26, 2015

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PART I

Purpose

Purpose

The Aboriginal Government Employees' Network (AGEN) is a unique organization dedicated to partnering, promoting and supporting workplace environments that are committed to the recruitment, retention and advancement of Aboriginal employees throughout the Government of Saskatchewan's ministries, agencies, boards, commissions and Crown corporations.

Our Vision

To provide a network that supports current and future Aboriginal employees through personal and professional development while promoting Aboriginal cultural awareness.

Our Mission

To bring together collective knowledge that influences change in the workplace by fostering partnerships and creating leadership opportunities.

Our Values

Respect – Integrity – Culture – Determination – Courage – Trust – Honesty – Unity

Objectives

- i. Support the AGEN Membership through the provision of effective programs;
- ii. Strengthen working relationships with AGEN's Contributing Partners using a collaborative approach that strategically aligns with the Government of Saskatchewan's priorities;
- iii. Promote awareness of Aboriginal culture to improve cross cultural understanding and workplace inclusion; and
- iv. To develop leadership and management capacity at all levels within the Government of Saskatchewan.

PART II
Board Structure

Board Structure

The AGEN Board will comprise of the following:

- i. AGEN Elder;
- ii. 11 Board Members from the Government of Saskatchewan’s ministries, agencies, boards, commissions and Crown corporations; and
- iii. Three (3) Board Members appointed from AGEN’s Contributing Partners (Saskatchewan Public Service Commission, Crown Investments Corporation, Ministry of Government Relations).

GOVERNANCE MODEL



PART III
Board Governance

Board Member Terms

AGEN Board members will serve two (2) year terms.

A Board member may serve ongoing terms if re-elected by the membership or appointed by the Contributing Partners. If an election of Directors is not held at the specified time, the incumbent members shall continue in office until they are either re-elected or successors are elected to take their place.

Board members missing three (3) Board meetings annually may be requested by the Board to step down.

Chair & Vice-Chair Process

- i. Two (2) Board members will become: 1) Chair and 2) Vice-Chair through a nomination & selection for the length of their term up to a 2-year term.
- ii. The nominees' receiving the highest and 2nd highest votes will become the Chair and Vice-Chair respectively.
- iii. A nominee may decline a nomination. If all nominees decline their nomination then all Board member names will be put forward and the Board members' receiving the highest and 2nd highest votes become the Chair & Vice-Chair in that respective order.

The remaining twelve (12) Board members may express an interest to become Committee Leads or members within a Committee.

Committee Lead Process

- i. Board members may express interest in leading one (1) of the following five (5) Committees:
 - 1. Administration/Governance & Policy Committee
 - 2. Communications Committee
 - 3. Programs & Initiatives Committee
 - 4. Conference Planning Committee
 - 5. Cultural Committee
- ii. Should there be more than one (1) Board member interested in a specific Committee, a vote will take place; the Board member receiving the highest votes will be selected for that Committee Lead;
- iii. Should there be no interest in leading a specific Committee a nomination process will occur;
 - Board members who are not already Leads of another Committee may be nominated;
 - the Board member receiving the highest votes will be selected as the Committee Lead; and
 - Nominees may decline the nomination, however; there needs to be a Lead for every Committee, should that occur, the Chair and/or

the Vice-Chair will assume those Committee Lead positions until such time another Board Member expresses interest.

- iv. Within one (1) month after the Annual Conference, the vacant Committee Lead positions will be up for nomination and selection;
- v. Committee Leads may serve consecutive terms if there is no interest from other Board members to Lead that Committee;
- vi. If possible, there will be a one (1) month transition period for the new Leads to take over from the outgoing Lead; and
- vii. Committee Leads and its members missing three (3) Committee meetings annually may be requested to step down.

All fourteen (14) Board Members are encouraged to assist the Conference Planning Committee in some capacity.

Meetings

- i. The AGEN Board will meet every two months in a fiscal year (April 1 – March 31) and as needed throughout the year;
- ii. The Board will determine meeting times and locations for the following year which will be set at the last Board meeting at the end of the calendar year;
- iii. Additional required meeting dates will be communicated to the Board at least fourteen (14) days prior to the meeting; and
- iv. The meetings will be for the duration of one day with exception of Strategic Planning sessions, which may be two days.

Minutes

- i. All material issues, directives and decisions addressed by the Board at Board meetings will be recorded in the form of minutes by the AGEN Manager. The AGEN Manager will ensure that the verified and approved minutes are securely and confidentially archived; and
- ii. The AGEN Manager will provide draft minutes to the Board within 7 business days of the Board meeting.

Authority

The Board is responsible to manage the affairs of the organization.

The annual Strategic Plan will be communicated to AGEN’s Contributing Partners and Membership.

Accountability

- i. Develop, implement and monitor AGEN’s Strategic Plan;
- ii. Ensure AGEN’s funds are expended in alignment with the approved budget plan and in an accountable manner;
- iii. Provide an Annual Report and make it available on the AGEN website; and
- iv. Ensure AGEN activities are conducted in a transparent manner.

Quorum and Voting Processes

- i. 50% + 1 of the AGEN Board will be necessary to maintain Quorum, either by telephone, email or other telecommunications device that permits all participating the meeting to speak to and hear each other;
- ii. Should there be a tie vote, the Chair will make the deciding vote;
- iii. The AGEN Elder is a non-voting AGEN Board Member utilized in an advisory capacity; and
- iv. An alternate voting process to expedite decisions will consist of e-mail correspondence and will be maintained by the AGEN Manager.

Vacancy

- i. Vacancies on the AGEN Board, however caused, may be filled at the discretion of the AGEN Board for the remaining term. Otherwise, such vacancy shall be filled at the next Election.

Suspension & Expulsion of a Board Member

- i. If an AGEN Board member is not acting in the best interest of AGEN, a meeting will be called and a vote will take place to determine if the Board member concerned shall be dismissed.
- ii. The Board may, by holding a vote, passed by the majority of the Board members, suspend or expel the Board member for conduct contravening the objectives of the Network. The Board member shall be given the opportunity to explain the alleged conduct. Such explanations shall be provided in writing within 30 days of delivery of the vote to the Board member. Upon receipt, of consideration of the explanations, the Board of Directors may rescind the resolution or vary the suspension or expulsion.

PART IV
Roles & Responsibilities

Board of Directors – Objectives and Principle Duties

The role and responsibilities of the AGEN Board will be, but not limited to, the following:

- i. To provide leadership in setting AGEN’s strategic direction and to review and approve the organizations operating goals, operating budget, performance indicators and delegating, to management, the processes that provide day-to-day operations of the organization;
- ii. To review and recommend the approval of the annual budget and annual financial statement;
- iii. The AGEN Board will meet with authorized representatives of the Contributing Partners on an annual basis to provide AGEN’s annual operating budget;
- iv. To ensure the integrity of AGEN’s controls, policies, values and accountability measures;
- v. To ensure that congruence is maintained between the organization, Contributing Partners and membership by adopting appropriate communication processes;
- vi. Be active and committed to the success of AGEN by implementing the highest degree of ethical and moral standards while practicing the Boards fundamental obligation to act in the best interests of the organization;
- vii. To abide by the approved values of organization;
- viii. When required/available, attend external functions on behalf of AGEN;
- ix. Facilitate the ongoing promotion and stewardship of AGEN within respective Government of Saskatchewan’s ministries, agencies, boards, commissions and Crown corporations; and
- x. To attend all scheduled Committee meetings, special project meetings, Annual General Meeting and Conference Planning meetings. If unavailable, to provide adequate notice to the AGEN Manager and Board.

Chair

The role and responsibilities of the AGEN Chair will be, but not limited to, the following:

- i. The Chair’s term will be for two (2) years;
- ii. There will be a 2 month transition period (as feasible) for the new Chair to take over from the outgoing Chair;
- iii. Attend & Chair all meetings;
- iv. At his/her discretion, the Chair, may participate as a member of any Committee;
- v. Assume a Committee Lead position as required;
- vi. Official AGEN spokesperson; in consultation and direction from AGEN Board members;

- vii. It is the responsibility of the Chair, to resolve conflict among Board members;
- viii. Liaison with Contributing Partners and other entities; in consultation and direction from AGEN Board members;
- ix. Chair to obtain financial reports from the Treasurer to report to the Contributing Partners as requested;
- x. Attend all meetings with Contributing Partners and other entities; and
- xi. Lead in the development and implementation of the AGEN’s Strategic Plan.

Vice-Chair

The role and responsibilities of the AGEN Vice-Chair will be, but not limited to, the following:

- i. Nominated from and voted in by AGEN Board members;
- ii. The Vic-Chair’s term will be for two (2) years;
- iii. There will be a 2 month transition period (if feasible) for the new Vice-Chair to take over from the outgoing Vice-Chair;
- iv. Attend and chair meetings if Chair is unavailable;
- v. At his/her discretion, the Vice-Chair, may participate as a member of any Committee;
- vi. Assume a Committee Lead position as required;
- vii. As required, provides direction to AGEN Manager in consultation with AGEN Board members;
- viii. Fulfill Chair role in the Chairs’ absence; and
- ix. Assist in the development and implementation of the AGEN’s Strategic Plan.

Committee Leads

The role and responsibilities of the AGEN Committee Leads will be, but not limited to, the following:

- i. The Committee Leads term will be for two (2) years;
- ii. There will be a 2 month transition period (as feasible) for the new Committee Lead to take over from the outgoing Committee Lead;
- iii. Attend and chair all committee meetings;
- iv. Implement strategic goals of respective Committees;
- v. Create and present Committee reports at Board meetings;
- vi. Develop and implement the Committee Work Plan; and
- vii. Committee Work Plans – each Committee will have a Work Plan outlining the key initiatives that serve to implement the objectives as stated in the AGEN Strategic Plan.

AGEN Elder

The AGEN Elders are approached by the AGEN Board based on recognition and visibility in the Aboriginal community.

The role and responsibilities of the AGEN Elder will be, but not limited to, the following:

- i. Share knowledge, advice and spiritual guidance to support the work of the AGEN Board and its membership;
- ii. Provide prayers for AGEN Board meetings;
- iii. Participate in AGEN activities and support increased knowledge and awareness about Aboriginal peoples to AGEN members;
- iv. Ensure that AGEN representatives and participants are aware of the cultural protocols; and
- v. To act as a liaison between AGEN and Aboriginal communities in order to link to other Elders and knowledge keepers who support the vision and mission of AGEN.

Treasurer

The role and responsibilities of the AGEN Treasurer will be, but not limited to, the following:

- i. Processing and tracking all financial transactions including: cheque transactions (deposits or payments), cash honourariums, invoicing and cash transactions;
- ii. Providing a monthly report to Administration, Policy & Governance Committee;
- iii. Provide a financial report as a standing agenda item at all Board meetings; and
- iv. Working with the third party accountant in the reconciliation of financial statements at the end of the fiscal year.

AGEN Manager

The role and responsibilities of the AGEN Manager will be, but not limited to, the following:

- i. Lead, advise, guide and support AGEN members to assist individuals in situations regarding barriers to employment within the Government of Saskatchewan’s ministries, agencies, boards, commissions and Crown corporations;
- ii. Build working relationships with provincial Ministry officials, Crown Corporations and Board to facilitate the growth of the AGEN mandate within the Province;
- iii. Develop AGEN programming and initiatives in coordination and consultation with the AGEN Provincial Board;
- iv. Guide the development and implementation of the AGEN Strategic Plan ensuring inclusion of needs identified by AGEN members and government leaders. Arrange opportunities for and lead dialogue and influence with senior leaders of government.
- v. Support in the coordination of learning and networking events for AGEN Members;
- vi. Develop linkages with other employee networks within the Government of Saskatchewan, support career development for Aboriginal employees, promote retention and create a sense of community for Aboriginal employees;
- vii. Act as a public relations conduit in promoting and marketing AGEN to all Aboriginal government employees, the AGEN membership and within the Aboriginal communities;
- viii. Coordinate, with the Board, all aspects of AGEN’s Annual General Meeting and Conference;
- ix. Coordinate of all administrative tasks including maintenance of member database, distribution list and all administrative tasks;
- x. Manage AGEN office support staff, summer students and work placements;
- xi. Support in the development, maintenance and implementation of the AGEN yearly Strategic Plan;
- xii. With the assistance of the Chair and Communications Lead, create the Annual Report;
- xiii. Provide an Annual General Meeting and Conference Summary Report to all AGEN stakeholders;
- xiv. Act as Board Secretary during AGEN Board and Committee Meetings and recording all material issues, directives and decisions addressed by the Board/Committee in the form of Minutes of the Meeting, while ensuring that the verified and approved Minutes are securely and confidentially archived including an electronic copy provided to the Chair;

AGEN Manager, Continued

- xv. Provide draft minutes and related Board meeting material to Board within seven (7) business days of AGEN Board meetings; and
- xvi. Work with the AGEN Communications Lead to communicate information which includes network promotion, website maintenance, social media material, quarterly newsletters and the creation of tools and materials to communicate/promote the network.

PART V
AGEN Committees

Administration, Governance & Policy Committee – Objectives and Principle Duties

The role of the Committee will be, but not limited to, the following:

- i. Provision of oversight of the organizations current financial records and reviews/recommends for approval the financial statements presented at each quarterly Board meeting;
- ii. Provision of oversight and assistance in the development of the Annual Report and year-ended budget for each fiscal year (from April to March);
- iii. Ensures that all office finances and records are in order, assets are recorded and accurate inventory files are maintained;
- iv. Ensures that an annual report is presented to the Contributing Partners and general membership at the annual AGEN conference;
- v. Responsible for ensuring the maintenance of an accurate and current AGEN membership list while striving to increase membership awareness and participation;
- vi. Ensures that adequate Board orientation is provided to all new Board members once elected or appointed;
- vii. Responsible for the review and maintenance of the Terms of Reference on an annual/as required basis;
- viii. Coordination of all details of the yearly AGEN Board election process to Ensure that these process are accountable and transparent;
- ix. Oversee the development of the AGEN long-term Strategic Plan; and
- x. To provide assistance and oversight in projects delegated by the Board from time to time.

Communications Committee - Objectives and Principle Duties

The role of the Committee will be, but not limited to, the following:

- i. Oversee the membership provision of all AGEN specific information including (but not limited to): AGEN newsletters, AGEN brochures, Annual General Meeting and Conference Registration and promotional material;
- ii. Ensures that the membership is directed to the website and/or social media networking sites for external jobs, events, AGEN Annual General Meeting and Conference information and all other related communication material related to AGEN initiatives;
- iii. Ensure that all forms of communication created and disseminated on behalf of AGEN is current and supportive of our vision;
- iv. Ensure the updated maintenance of the AGEN website;
- v. Provide oversight and advice in the development of an effective communications strategy for membership regarding the dissemination of ongoing information that is essential to ensuring that we indeed are "*A Communications Network for Aboriginal People in Government*"; and

- vi. To provide assistance and oversight in projects delegated by the Board from time to time.

Programs & Initiatives Committee - Objectives and Principle Duties

The role of the Committee will be, but not limited to, the following:

- i. In conjunction with the AGEN Manager, assist in the development and implementation of all AGEN programs and initiatives;
- ii. Priority consideration will be given to AGEN Members for specific AGEN annual events and initiatives;
- iii. Responsible for organizing and promoting the Píkiskwêwak Speakers Bureau which consists of Aboriginal speakers both from the AGEN Board and AGEN Membership who conduct motivational presentations;
- iv. Provides ongoing research, planning and coordination of Píkiskwêwak , personal and professional development opportunities;
- v. Conducts research on new initiatives and programs; and
- vi. To provide assistance and oversight in projects delegated by the Board from time to time.

Annual General Meeting and Conference Planning Committee – Objectives and Principle Duties

The role of the Committee will be, but not limited to, the following:

- i. Plans and organizes the annual conference which includes (but is not limited to) arrangements for the conference agenda, dignitaries, keynote speakers, entertainment and facility arrangements;
- ii. Reviews and develops Awards Criteria that will be implemented at the annual conference to formally recognize and acknowledge the contributions of Aboriginal colleagues within the Saskatchewan government through its AGEN Awards Program;
- iii. Responsible for distributing promotional material, producing post-event evaluations and utilizing useful reporting tools; and
- iv. To provide assistance and oversight in projects delegated by the Board from time to time.

Cultural Committee - Objectives and Principle Duties

The role of the Committee will be, but not limited to, the following:

- i. This Committee performs and ensures that proper protocol is followed during regular Board meetings, annual or other special events;
- ii. Through the help and guidance of our Elders, this Committee serves in an advisory capacity to the AGEN Board and members by providing traditional knowledge on Aboriginal culture and protocols;
- iii. This Committee will work with the Elders to preserve and safeguard AGEN cultural assets and protocols;
- iv. This Committee is responsible for selecting Elders for AGEN;

- v. This Committee is responsible for the coordination of cultural components to include, but not limited to, pipe ceremonies and smudges; and
- vi. To provide assistance and oversight in projects delegated by the Board from time to time.

PART VI

Membership

AGEN Member

- i. To become an official voting AGEN Member, Aboriginal employees must fill out the AGEN Membership Form and submit to the AGEN Office;
- ii. All AGEN Members are assigned the same voting rights and privileges.
- iii. There are no membership fees associated with becoming an AGEN member; and
- iv. AGEN Membership terminates when your employment terminates with Government of Saskatchewan's ministries, agencies, boards, commissions and Crown corporations.

AGEN Alumni

The "AGEN Alumni" are previous Aboriginal government employees who have retired from government service in Saskatchewan.

Alumni members have no voting rights but can work to support any of the AGEN Committees, attend AGEN Conferences and receive AGEN correspondence.

Friends of AGEN

Other interested individuals are welcome to participate in AGEN activities as "Friends of AGEN".

Friends of AGEN are former government employees or any non-Aboriginal government employees or members of the general public who support the vision and mission of AGEN.

Friends of AGEN have no voting rights but can participate or support AGEN initiatives, attend AGEN Conferences and receive AGEN correspondence.

Membership Information

The AGEN Manager and AGEN Chair will have access to AGEN Members' information which may include: contact information, job title and employer.

Contributing Partners

AGEN has four (4) Contributing Partners:

- Saskatchewan Public Service Commission (PSC)
- Ministry of Government Relations (GR)
- Executive Council
- Crown Investments Corporation (CIC)

Contributing Partners provide salary and partial benefits for the contracted position of the AGEN Manager. The AGEN Office is housed by PSC which provides office space, telephone, computer, travel expenses (where applicable) and office supplies.

PART VII
Election Process

AGEN Board Member Nomination Process

- i. The election process of the AGEN Board will revert to the AGEN Membership ballot format at the Annual General Meeting and Conference;
- ii. Thereafter; all even numbered years, six (6) Board member positions will be open for election and all odd numbered years, five (5) Board member positions will be open for election;
- iii. At least three (3) months prior to the Annual Conference, a call for nominations will be solicited from the AGEN membership. The deadline for nominations shall be two (2) months after the call for nominations;
- iv. For new Board positions the following must occur:
 - 1) Letter of Understanding,
 - 2) Management Support and Commitment Confirmation Form; and
 - 3) AGEN Board Member Nomination Form along with instructions will be distributed to the AGEN Membership; Note: AGEN members may self-nominate.
- v. Applications and instructions will be available at the AGEN website at www.agen.sk.ca and anyone requiring a paper copy may request one from the AGEN Office;
- vi. It is the responsibility of the potential Board member applicants to ensure that their applications are complete and supporting documents are received by 12:00pm on the closing date. Incomplete applications will not be accepted;
- vii. A confirmation message will be sent to those candidates to verify that their information has been received;
- viii. An announcement regarding the potential Board candidates and their contact information will be posted on the AGEN website within 10 calendar days after the closing date;
- ix. AGEN members will receive their voting ballots at the Registration Desk at the Annual Conference;
- x. Voting stations will close at the end of Day One at the Annual General Meeting and Conference at 5:00pm;

- xi. AGEN will utilize an independent third party to act as the official electoral officer;
- xii. The Administration, Governance & Policy Committee will coordinate all details of the election process.

Election Results

- i. The current Chair will declare the successful candidates on Day Two of the Annual General Meeting and Conference.
- ii. The newly elected Board will meet with the remaining and outgoing Board Members and AGEN Manager to debrief and transfer responsibilities.