



STSA TERMS OF REFERENCE FRAMEWORK

1. BACKGROUND

- 1.1 Stó:lō rights, title and interests exist throughout S'ólh Téméxw.
- 1.2 As a result, Canada and the province of British Columbia are required to consult Stó:lō Peoples on any proposed developments throughout S'ólh Téméxw.
- 1.3 *S'ólh Téméxw te íkw'elò. Xyólhmet te mekw'stám ít kwelát*
(This is our land. We have to look after everything that belongs to us.)
- 1.4 Stó:lō relate to the lands and resources in terms of collective responsibility and a form of title relationship strongly connected by stewardship. The right to care for the lands and resources of S'ólh Téméxw is therefore both a privilege and an obligation.

2. WHO IS STSA?

- 2.1 The S'ólh Téméxw Stewardship Alliance (“**STSA**”) is an alliance of Stó:lō First Nations who believe that Stó:lō best care for the land and resources by working together.

3. WHAT IS STSA'S PURPOSE?

- 3.1 STSA supports Stó:lō Peoples (who are the Aboriginal title holders) in making strong collective stewardship decisions that honour and maintain the integrity of Stó:lō Peoples' relationship with S'ólh Téméxw.
- 3.2 Through this work, STSA plays a role in ensuring the recognition, protection and promotion of our member First Nations' Stó:lō rights and interests throughout S'ólh Téméxw.
- 3.3 STSA helps Stó:lō First Nations implement various stewardship, engagement and decision-making agreements.

4. WHY IS STSA IMPORTANT?

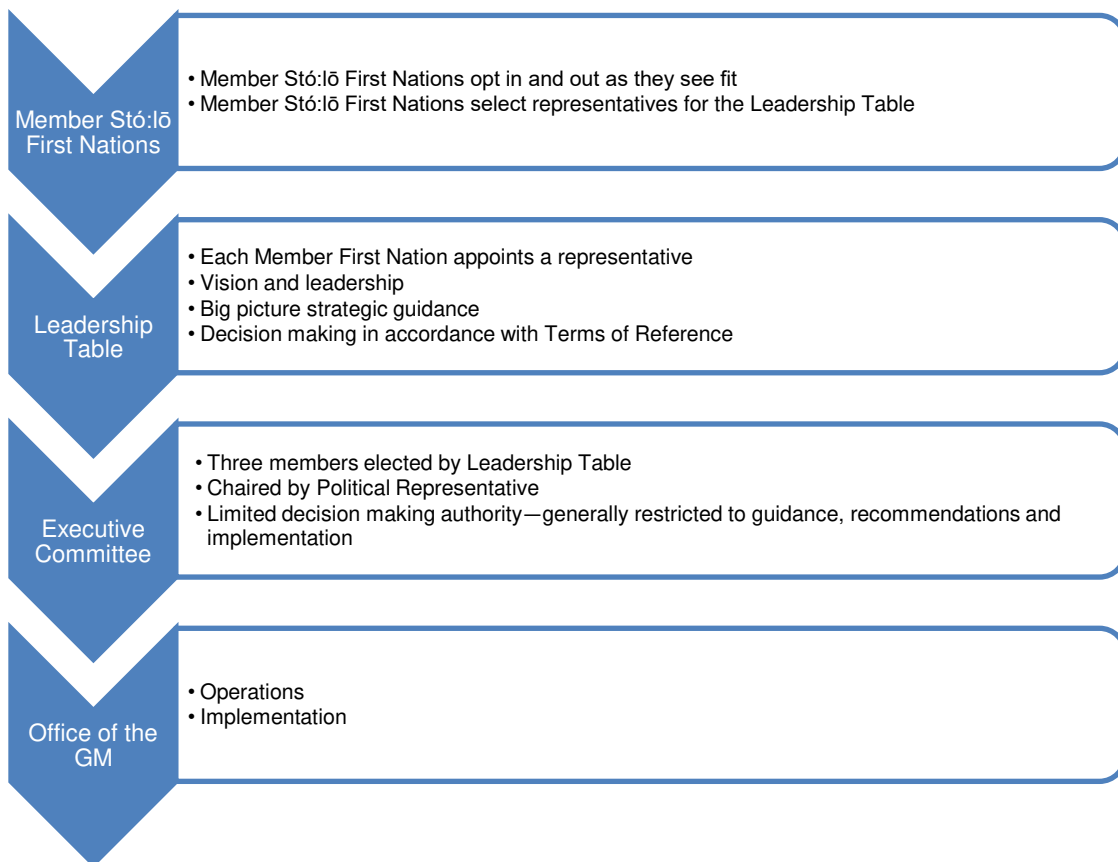
- 4.1 STSA is a Stó:lō collective that works cooperatively to secure strength in numbers. Together, this collective has a greater ability to pool resources and leverage a unified Stó:lō voice resulting in:
 - (a) more positive engagement opportunities with other governments;
 - (b) a more compelling case for funding;
 - (c) a more compelling case for capacity and process support; and
 - (d) a greater ability to respond to referrals and more powerful referral responses through a recognized collective voice.



- 4.2 Working together, we are able to form better Nation-to-Nation and government-to-government relationships that enable:
- (a) better protection of cultural sites;
 - (b) better protection of the environmental integrity and sustainability of the land and resources;
 - (c) enhanced education and engagement, both externally and internally;
 - (d) more powerful exercising of Stó:lō rights;
 - (e) better development of co-management objectives; and
 - (f) better employment and economic opportunities.

5. **DECISION MAKERS**

5.1 The primary decision makers within STSA are:



6. **MEMBERS – ROLES AND RESPONSIBILITIES**

6.1 Any Stó:lō First Nation may apply for membership to the Leadership Table by submitting a Band Council Resolution (“**BCR**”) requesting membership. An application is approved



and the Stó:lō First Nation admitted as a Member First Nation if approved by a Special Majority Resolution.

- 6.2 Any Member First Nation may terminate their membership in STSA by submitting a BCR to the Leadership Table at least 45 days prior to the effective date of the termination.
- 6.3 Being a party to any particular Nation-to-Nation or government-to-government agreement is not a prerequisite for membership in STSA and a Stó:lō First Nation may be a member without being a party to any such agreement. However, if:
 - (a) a matter for decision by STSA requires a decision at any level that relates to a particular agreement, only the Member First Nations or their representatives (as the case may be) who are parties to the particular agreement will be eligible to vote or make those decisions and non-signatory representatives may be asked by the signatory Member First Nations to recuse themselves; and
 - (b) if a Member First Nation is not a party to a particular agreement, they have no entitlement to any of the benefits provided for in that agreement although nothing in these Terms of Reference prevents signatory Member First Nations to a particular agreement from electing to share the benefits of such agreement with non-signatory Member First Nations.
- 6.4 Currently, the Member First Nations are:

Aitchelitz	Skowkale	Shxwhà:y Village	Soowahlie
Squiala	Tzeachten	Yakweakwioose	Skwah
Kwaw-kwaw-Apilt	Cheam	Sumas	Scowlitz
Chawathil	Yale	Skawahlook	

7. LEADERSHIP TABLE – ROLES AND RESPONSIBILITIES

- 7.1 Each Member First Nation appoints a voting representative and an alternate to the Leadership Table by a letter signed by a majority of that First Nation’s Council (each, a **“Representative”**). The term lasts until a letter signed by the majority of Council removes them, they resign, or they cease to be a member of Chief or Council for the appointing First Nation. All Representatives have a positive obligation to report regularly to their Council.
- 7.2 Voting representatives and alternates must be a members of Chief or Council for the community and cease to be a Representative if they lose office. Other delegates can be sent to meetings but have no vote.
- 7.3 Representatives cannot be removed by the Leadership Table. If there are serious concerns, the Leadership Table can write letter to community asking for reappointment.
- 7.4 A Member First Nation may, by letter signed by a majority of that First Nation’s Council, appoint another Member First Nation’s Representative as their proxy. This is intended to allow a broader group like a tribe to participate collectively without diluting their voice.
- 7.5 Quorum for all Leadership Table meetings is Representatives from the greater of: (i) a simple majority of Member First Nations; or (ii) 9 Member First Nations; provided



however that one Representative holding multiple proxies can never constitute quorum themselves.

- 7.6 Notwithstanding section 7.5, quorum for any decisions relating to a specific agreement is a simple majority of Member First Nations who are parties to that agreement.
- 7.7 Representatives may participate in Leadership Table meetings via telephone or other electronic means and will be counted for quorum and able to vote on all matters properly before the meeting.
- 7.8 With respect to Leadership Table decisions,
 - (a) an “**Ordinary Resolution**” requires a simple majority;
 - (b) a “**Special Majority Resolution**” requires a positive vote of two-thirds or more; and
 - (c) a “**Unanimous Resolution**” requires unanimous positive votes;of votes at a quorate Leadership Table meeting.
- 7.9 The Leadership Table appoints a chair by Ordinary Resolution (currently the meeting chair is the General Manager).
- 7.10 The meeting chair prepares agendas to be approved by the Executive Committee.
- 7.11 The Leadership Table strives to make consensus-based decisions:
 - (a) “**consensus**” means no explicit dissent but can have abstentions (unanimous approval after abstentions)
 - (b) if there is no consensus despite striving to reach consensus, the Political Representative can call a vote which will be decided in accordance with these Terms of Reference.

8. EXECUTIVE COMMITTEE – ROLES AND RESPONSIBILITIES

- 8.1 The Executive Committee will consist of one Representative elected by the Leadership Table to be the “**Political Representative**” and two additional Representatives elected by the Leadership Table to be “**Members-at-Large**”. Elections for these positions will be carried out as follows:
 - (a) any Representative can nominate themselves or another Representative for either the Political Representative or a Member-at-Large position;
 - (b) voting will be by secret ballot;
 - (c) the last place candidate will be eliminated from the ballot after each round (i.e. run-off voting system);
 - (d) the first nominee to get over 50% of the vote will be elected for the position;



- (e) in the case of the Member-at-Large positions, once the first Member-at-Large is elected another vote will be held for the second position using the remaining nominees.
- 8.2 All members of the Executive Committee will remain in such role until:
- (a) the term of office expires;
 - (b) the individual is removed by a Special Majority Resolution of the Leadership Table;
 - (c) the individual ceases to be a Representative; or
 - (d) the individual resigns in writing to the Leadership Table.
- 8.3 The term of office for the Political Representative will expire on the first STSA meeting in each odd-numbered year. The term of office for the Members-at-Large will expire on of the first STSA meeting in each even-numbered year. If a member of the Executive Committee ceases to hold office prior to the end of their term, a by-election will be held in accordance with section 8.1.
- 8.4 The Political Representative will be responsible for:
- (a) co-chairing the Nation-to-Nation and government-to-government tables with federal and provincial representatives;
 - (b) speaking on behalf of STSA; and
 - (c) chairing meetings of the Executive Committee.
- 8.5 The Executive Committee will not have approval authority but will be responsible for:
- (a) reviewing, commenting on, and providing recommendations in relation to the work for the STSA;
 - (b) attending events on behalf of STSA as required or requested by the Leadership Table from time to time; and
 - (c) assisting and directing the Office of the General Manager in between STSA meetings.
- 8.6 All Executive Committee members, while acting in their role as such, are expected to act in the collective interests of the STSA and not their individual Member First Nation.



9. **DECISION MAKING MATRIX**

9.1 The following matrix further outlines the roles and responsibilities of the four decision makers with respect to common STSA decisions:

Decision Type	Member First Nation Approval ¹	STSA Leadership Table ²	Political Spokesperson / Executive	Office of the General Manager
Addition of new Member First Nation		Special Majority Resolution to add.		
Minor amendments to major agreements ³	BCRs if a Member First Nation is disproportionately affected or rights are being taken away.	Ordinary Resolution if Member First Nation approval not required.		
New/non-minor amendment to major agreements	BCRs to approve.			
Memoranda of understanding and other agreements that are not “major agreements”		Ordinary Resolution to approve.		
New/amendment to Stó:lō policy/law (heritage, consultation etc.)	BCRs to approve.			
STSA policy that applies to process/implementation of SEA (eg policy directing PRRO)		Ordinary Resolution to approve.		

¹ i.e. BCR from each member community. STSA cannot “drag” a community along, but a subset of members could sign an agreement independently of others.

² Representatives of each Member First Nation.

³ “**Major Agreement**” includes: (i) any government-to-government agreement with the Provincial Government; (ii) any Nation-to-Nation agreement with the federal government; (iii) any other agreement that might reasonably be expected to impact any Member First Nations’ right or title; or (iv) any agreement designated as a Major Agreement by the Leadership Table; BUT does not include any agreement that is First Nation or Tribe specific that is related to or an outcome of a Major Agreement. “**Minor amendments**” are any amendments that do not substantively affect the rights of the signatories thereunder.



Decision Type	Member First Nation Approval ¹	STSA Leadership Table ²	Political Spokesperson / Executive	Office of the General Manager
STSA policy with scope beyond process/implementation of SEA (eg actual land use, project dev; AR/AT)	BCRs to approve.			
S'ólh Téméxw Use Plan	Each band adopts (or not) by BCR.	Ordinary Resolution to approve in principle.		
Approval of TOR and amendments thereto		Ordinary Resolution to approve.		
Annual budget/work plan/amendment		Ordinary Resolution to approve.		
STSA response to level 1 and 2 referrals	Each Member First Nation delegates as it sees fit to the Office of the General Manager.			Generally, GM approves, or implements policy for his reports to approve.
STSA response to level 3 and 4 referrals	Each Member First Nation delegates as it sees fit to the Office of the General Manager. Generally, each FN/signatory responds in its territory unless a decision is made to act as a collective.			
Create agendas for executive meetings with province (G2G)			Executive approves but circulates to Leadership Table for comment before finalizing.	GM provides support and input to Executive.



Decision Type	Member Nation Approval ¹	STSA Leadership Table ²	Political Spokesperson / Executive	Office of the General Manager
Acting as a collective outside of existing agreements (for example, the Sto:lo Collective in the NEB process; sending letters of support; seeking intervenor status)	BCR to approve.			
All non-GM human resources matters (supervision and discipline of staff, etc)				GM has ultimate responsibility for oversight of managers; managers and staff hold responsibilities per policy and job descriptions.
Supervision and discipline of GM		HR decisions with respect to GM require Ordinary Resolution.	Point of connection between Leadership Table and GM.	
Supervision of Political Spokesperson / Executive		HR decisions with respect to Political Spokesperson / Executive require Ordinary Resolution.		
Funding applications	Only if required by funding terms.	Ordinary Resolution to approve (unless funding terms require BCRs).		Provide advance notice to all stakeholders.

10. GENERAL

10.1 A “**Related Party**” means any person or entity with which a Representative has a personal, family or business relationship and for which a Representative is, may be, or may be considered to be, motivated to provide a benefit of any kind.



11. REPRESENTATIVE REIMBURSEMENT AND/OR COMPENSATION

11.1 A Representative must not exercise his or her discretion as a Representative in order to directly or indirectly receive a personal benefit, either for the Representative or for a Related Party. In general, Representatives act without remuneration (though the Leadership Table may develop policy for the remuneration of the Executive Committee).

12. RULES REGARDING CONFLICTS OF INTEREST

12.1 If an individual consents to be and performs the functions of a Representative, including an alternate Representative, he or she will be bound by these rules.

12.2 A Representative must not:

- (a) exercise his or her discretion as a Representative in order to directly or indirectly receive or deny a benefit, either for the Representative or for a Related Party;
- (b) take part in the discussion of, or vote on, decisions that would directly benefit the Representative or a Related Party;
- (c) accept gifts, hospitality, or entertainment other than those having nominal or insignificant value or related to cultural protocol;
- (d) be a member of a hiring or selection committee where an immediate family member has applied for the position; or
- (e) directly or indirectly use or allow the use of STSA equipment, vehicles, keys or property for any purpose other than official STSA business or as authorized by STSA policy.

12.3 A Representative must not be part of a discussion or participate on a committee where decisions on the allocation of STSA resources may benefit the Representative or a Related Party without first declaring the conflict of interest.

12.4 It is each Representative's responsibility to inform the other Representatives of any potential or existing conflicts of interest with regard to the Representative or a Related Party.

12.5 A Representative will not use information obtained as a result of his or her position for the benefit of himself or herself or any Related Party.

12.6 Upon becoming aware of a potential or existing conflict of interest, a Representative must immediately declare the conflict and must remove himself or herself from decision making, or if it is agreed upon by the Leadership Table that the conflicted person's participation is necessary, have the conflict noted in minutes of the meeting.

13. APPROVAL

13.1 These Terms of Reference were approved by Ordinary Resolution of the Leadership Table on June 24, 2019.