



Roseau River Anishinabe First Nation

Economic Development Corporation

Terms of Reference and Mandate of Board of Directors

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Mandate for the Roseau River Anishinabe First Nation (RRAFN) Economic Development Corporation

The RRAFN Economic Development Corporation (EDC) is established as an arms-length, registered corporation with RRAFN as the sole shareholder. The EDC will be legally registered as 10026448 Manitoba Ltd and use the RRAFN Economic Development Corporation as its operating name. The EDC is dedicated to fostering sustainable economic growth, creating meaningful employment opportunities, and enhancing the quality of life for RRAFN members. Guided by the principles of cultural integrity, community prosperity, and environmental stewardship, the EDC aims to stimulate job creation across diverse sectors, increase local business retention, and attract new enterprises to the community.

Through strategic investments and partnerships, the EDC will promote a thriving economy by ensuring a variety of employment options, facilitating training to attract skilled workers, and encouraging the development of locally made products. By fostering growth in both population and businesses contributing to the local tax base, the EDC will help ensure a sustainable, self-sufficient economy for RRAFN. The Corporation will also focus on maximizing the productive use of RRAFN property and promoting the community's unique assets to drive long-term value and resiliency.

The EDC's mandate is to lay the foundation for a vibrant economy that supports RRAFN's goals, preserves cultural values, and positions the Nation as a regional leader in economic development, growth, and opportunity.

1. Purpose

The purpose of the EDC is to promote and support the economic interests of RRAFN by:

- Identifying and pursuing viable economic opportunities.
- Managing investments, assets, landholdings and physical assets.
- Facilitating partnerships and strategic alliances.
- Supporting community-driven business initiatives that align with RRAFN's values and economic goals.
- Building community support for long-term economic development initiatives to ensure sustained growth, stability, and prosperity for future generations.

- Creating mutually beneficial partnerships with other organizations to acquire or develop new business opportunities to diversify the economic base of RRAFN.
- Pursuing capital investments to support viable and financially sound business initiatives and opportunities that align with RRAFN's values and economic goals.

2. Legal Structure and Ownership

- **Incorporation:** The EDC will be established as a registered corporation, compliant with applicable corporate and Indigenous governance laws.
- **Sole Shareholder:** RRAFN will be the sole shareholder of the EDC, ensuring that all profits, assets, and strategic benefits serve the Nation and its members directly.
- **Accountability to RRAFN:** The EDC will remain accountable to RRAFN, reporting annually and ensuring full transparency regarding its financial and strategic activities.

3. Land Acquisition and Development Authority

- **Land Purchases:** The EDC, in close collaboration with Roseau Trusts, has the authority to purchase land assets on behalf of RRAFN as part of its strategic growth objectives. All land investment decisions will be made in alignment with the Trusts to ensure cohesion in planning and development priorities.
- **Land Holding and Development:** The EDC may hold, develop, and manage land assets to support business ventures, generate revenue, and create long-term value for RRAFN. Joint initiatives with Roseau Trusts will be pursued to enhance financial and strategic resources, ensuring that land assets are leveraged effectively.
- **Land Use Strategy:** The EDC, working alongside Roseau Trusts, will prioritize development projects that align with RRAFN's cultural, social, and environmental values. Land use strategies will aim to maximize benefits for the Nation and adhere to sustainable practices.

4. Governance and Composition of the Board

- **Total Board Members:** 7 members
- **Community Representatives:** 2 members from RRAFN Council.
- **Trust Chairs:** One member from each RRAFN Trust (TLE and 1903)
- **RRAFN Leadership:** CEO

- **External Experts:** 2 professionals with expertise in fields such as finance, business development, or economic development.
- **Board Chair:** Selected from among the board members.

5. Roles and Responsibilities of the Board

The Board will:

- Set and periodically review the EDC's strategic direction, goals, and key performance indicators (KPIs).
- Ensure compliance with RRAFN's cultural values, regulations, and policies.
- Approve the annual budget, financial statements, investment plans, and land development strategies.
- Monitor performance, conduct risk assessments, and adjust strategies as needed.
- Develop and implement policies for transparency, accountability, and conflict resolution.
- Represent the Corporation to RRAFN members and external stakeholders.

6. Decision-Making and Voting Procedures

- **Quorum:** At least 4 members must be present for any official decisions.
- **Voting:** Decisions require a majority vote; however, for any financial decisions, a majority of the votes must be cast by RRAFN Nation member appointees. Strategic issues, such as investments over \$1 million or land acquisitions, also require a two-thirds majority overall.
- **Consensus Approach:** Where possible, the board will strive for consensus, fostering unity and collaboration.

7. Meetings

- **Frequency:** Quarterly meetings, with additional meetings as required.
- **Location:** Primarily held at RRAFN but may include virtual options.
- **Special Meetings:** Called by the Chair or upon request by a minimum of 3 board members.

- **Annual General Meeting (AGM):** Held once a year to review performance, finances, and future initiatives, open to the RRAFN community.

8. Board Committees

- **Finance and Audit Committee:** Oversees financial policies, budgeting, and auditing.
- **Investment Committee:** Evaluates and advises on investment and land acquisition opportunities, risk assessment, and returns.
- **Governance and Compliance Committee:** Ensures adherence to legal, ethical, and regulatory standards.
- **Community Relations and Communications Committee:** Engages the RRAFN community, communicates the EDC's vision, and gathers feedback.

9. Reporting and Accountability

- **Quarterly Reporting:** The EDC will provide a detailed report to the RRAFN Chief and Council every quarter, covering financial performance, key activities, project updates, and progress toward strategic goals. This report will ensure transparency and keep leadership informed of the EDC's operations and impact.
- **Community Engagement Sessions:** To foster transparency and build community support, the EDC will hold community engagement sessions twice annually. These sessions will provide RRAFN members with updates on the EDC's activities, allow for community feedback, and serve as an opportunity to discuss long-term economic initiatives and priorities with members.
- **Annual Report:** The board will produce an annual report detailing activities, financial performance, and progress toward strategic goals.
- **Financial Audits:** An independent audit of finances will be conducted annually.
- **Transparency and Community Engagement:** The EDC will host regular information sessions, publish newsletters, and maintain open communication with the RRAFN community.

10. Code of Conduct and Ethics

- **Integrity and Honesty:** All board members, management, and staff of the EDC are expected to demonstrate the highest standards of integrity and honesty in their conduct. They must represent the EDC's interests ethically and refrain from any actions that may bring discredit to the EDC or Roseau River Anishinabe First Nation (RRAFN).
- **Commitment to RRAFN Values:** The EDC is dedicated to advancing economic goals while respecting RRAFN's cultural, social, and environmental values. Board members and staff will ensure that their actions are consistent with the interests of RRAFN, fostering growth that supports community goals and honors traditional values.
- **Conflict of Interest:** Board members and staff must disclose any personal, financial, or professional interests that could interfere with their duties to the EDC. Situations posing a potential conflict of interest should be immediately reported to the Board Chair, who will evaluate and take appropriate action. Members may be required to recuse themselves from specific decisions to ensure impartiality.
- **Confidentiality and Information Security:** All members are required to maintain the confidentiality of sensitive information, including proprietary financial data, strategic plans, and personnel matters. This duty of confidentiality extends beyond the member's term or employment, with violations subject to disciplinary action or legal recourse.
- **Fair and Transparent Dealings:** Board members and staff are committed to fair and ethical dealings in all transactions and engagements. This includes treating partners, clients, and community members with respect and ensuring that all communications, negotiations, and transactions are transparent and conducted with integrity.
- **Accountability and Responsibility:** Board members and staff are accountable to RRAFN, the Chief and Council, and the community at large. This includes responsibility for sound financial management, effective decision-making, and prudent use of EDC resources. All decisions must reflect the EDC's mission to benefit RRAFN and adhere to its values.
- **Professional Conduct:** Members must conduct themselves in a manner that upholds the dignity and professionalism of the EDC. This includes avoiding actions or behaviors that may harm the reputation of the EDC or RRAFN. All members are expected to act with courtesy, respect, and responsiveness to community feedback.
- **Compliance with Policies and Laws:** Board members and staff are required to follow all EDC policies, RRAFN regulations, and applicable laws. Non-compliance may result in disciplinary action, including removal from the board or termination of employment.
- **Disciplinary Action:** Violations of the Code of Conduct and Ethics will be reviewed by the Board of Directors. Disciplinary actions, including reprimand, suspension, or removal

from the board, will be determined based on the severity of the violation and its impact on the EDC and RRAFN.

11. Review and Amendment of Terms of Reference

- **Biennial Review:** The Board will conduct a thorough review of these Terms of Reference every two years to ensure they remain relevant and aligned with RRAFN's economic, cultural, and social objectives. The review process will include an evaluation of the EDC's operational effectiveness, governance practices, and alignment with RRAFN's evolving priorities.
- **Recommendations to Chief and Council:** Following the biennial review, the Board will submit a report to RRAFN Chief and Council outlining any proposed amendments to the Terms of Reference. These recommendations will be based on findings from the review process and designed to enhance the EDC's governance and operations in line with RRAFN's best interests.
- **Approval and Implementation of Amendments:** Any proposed amendments to the Terms of Reference will take effect only upon formal approval by Chief and Council. Once approved, the revised Terms of Reference will be made available to RRAFN members to ensure transparency and accountability to the community.