



Yukon Aboriginal Women's Council

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BOARD OF DIRECTORS TERMS OF REFERENCE

14 July 2021 DRAFT

PURPOSE

The purpose of the Board of Directors (Board) of the Yukon Aboriginal Women's Council (YAWC) is to provide sound guidance and direction to fulfill YAWC's mandate.

OBJECTIVES

The objectives of the Board are unbiased and measured efforts and actions that aim to achieve its purpose. They include:

- Work collaborative towards understanding the issues, finding solutions to problems, and promoting a public interest for positive change for Indigenous women and gender diverse people in Yukon and northern BC.
- Work collaboratively to facilitate information flow and learning and make informed decisions that provide strategic guidance to the Executive Director.
- Actively engage in dialogue through meetings and on-going correspondence to build good working relations and advance mutual understanding.

GUIDING PRINCIPLES

Yukon Societies Act and Regulations; YAWC Bylaws & Constitution

In 1974, YAWC became a registered non-profit society under the Yukon Societies Act and Regulations, under which YAWC created its first bylaws which are a set of customized rules of governance for YAWC. The current YAWC Bylaws and Constitution were amended by the Board and approved by the registrar of societies on February 8, 2019.

The Board has the legal and fiduciary obligation to ensure the organization operates within the terms and conditions of the [Societies Act and Regulations](#) (O.I.C. 1988/124) and [YAWC Bylaws and Constitution \(8 Feb. 2020\)](#).

YAWC Strategic Business Plan

The [YAWC Strategic Business Plan \(2020-23\)](#) is a living document that outlines the proposed goals, objectives, and actions of YAWC with clearly defined ways to measure progress and accountability.

The plan includes:

- Vision, mission, mandate
- Marketing plan
- Impact plan
- Action plan

The plan is like a 'blueprint' for YAWC which guides decision-making for the Board. Of importance to the Board is the vision, mission, and mandate:

Vision

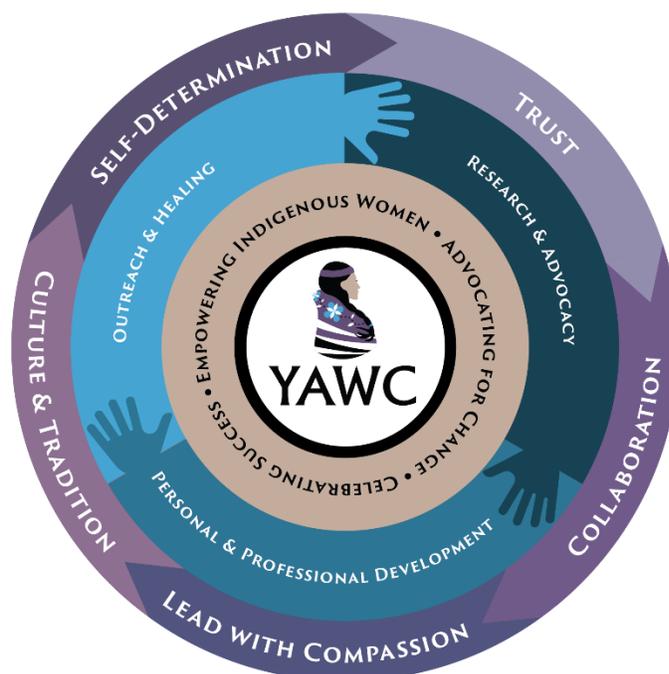
"Working towards a resilient and robust community by empowering Indigenous women, gender diverse peoples and their families through culturally inclusive advocacy, healing, learning, and sharing while celebrating success."

Mission

"To advocate on behalf of Indigenous women, girls and gender diverse people in the Yukon and northern BC to enhance, promote, and foster their social, economic, cultural, and political well-being. We aim to empower and celebrate Indigenous women, embrace their roles in communities, territories and lands and to provide support and resources to promote and foster leadership roles, support and enforce their inherent, civil and human rights, and recognize and preserve their cultures and values."

Mandate

"To build strong relationships among Indigenous women, gender diverse peoples, organizations and partners across our service area with a collaborative approach. Providing responsive, effective, and empowering research, advocacy, outreach, access to healing and wellness resources, and personal and professional development at the territorial, national and international levels."



MEMBERSHIP

The Board comprises YAWC members in good standing who have expressed explicit interest to sit on the Board, have been elected or appointed, are Indigenous women or gender diverse people, and live in YAWC's service area of Yukon and northern British Columbia including Dease Lake, Good Hope Lake, Lower Post, and Atlin.

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Members in good standing have registered their annual membership with the YAWC office using a membership form and have paid the membership fee of \$2. Board members are elected by YAWC members at the Annual General Meeting for a 2-year term and can be appointed by the Board at a Special General Meeting throughout the year for a term ending at the AGM.

POSITIONS

The Board comprises 7 to 10 members (Directors) including 1 Youth Director, 2 Elder Directors, and 5 to 7 other Directors (including Officers). The Executive Committee comprises 5 Directors including the President, Vice-president, Treasurer, Secretary, and an Elder. Directors must be 19 years of age or older, must be volunteers, and cannot be paid for their services as Directors beyond legitimate expenses (in the form of reimbursements).

Executive Committee

The purpose of the Executive Committee is to make timely and sound decisions on matters with pressing deadlines that are within the goals and objectives of the Board. The Executive Committee Directors may be paid for Executive duties if budgets allow. The terms and conditions of such compensation is determined by the Board.

Other Committees

- ISET Selection Review Committee
 - This committee will review for approval, applications for funding of over \$500 that are received by YAWC under the NWAC ISET Project, and act as an advisory group for the ISET Project operated by YAWC. Need 3 members with email access. [Refer to the YAWC-ISET Selection Committee Terms of Reference \(14 Jul. 2021\)](#).
- Resiliency Centre Committee
 - This committee will provide guidance on YAWC's initiative to develop a Resilience Centre beginning with a feasibility study.

Roles and Responsibilities

The Board achieves its goals and objectives when each Director meets or exceeds the expectations of their position's roles and responsibilities and works collaboratively and in good faith as a team player. A model Director is an exceptional communicator, is open to learning new things, conducts themselves in a professional manner, and works through conflict and disagreement for the greater good of YAWC.

President (Executive Committee Director)

The President is the chief executive officer of the Society who supervises the other Executive Committee Directors in the execution of their duties. The President is the Chair of all meetings. Reporting to the Board, the President is responsible for leading the vision and direction of YAWC, ensures a functional Board governance system, and serves as the primary representative in regional, national, and international fora. As a Provincial-Territorial Member Association (PTMA) of

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the Native Women's Association of Canada (NWAC), the President is also the primary representative and correspondent of the NWAC Board of Directors. Approximately 75% of the President's time (mainly for travel) is from NWAC related duties. Refer to the [President Job Description](#) for more details on the position.

Vice-president (Executive Committee Director)

The Vice-President carries out the duties of the President during the President's absence or, if the position of President is vacant, until the position is filled. Reporting to the President, the Vice-president is responsible for working closely with the President in assisting with duties, overseeing assigned projects, and representing the interests of the membership. The Vice-president is the alternate representative and correspondent of the NWAC Board of Directors. Refer to the [Vice-president Job Description](#) for more details on the position.

Secretary (Executive Committee Director)

Reporting to the President, the Secretary is responsible for providing secretarial and administrative correspondence support to the Board, including taking minutes and maintaining records of the Society, maintaining the register, and representing the interests of members, and performing other related duties. Refer to the [Secretary Job Description](#) for more details on the position.

Treasurer (Executive Committee Director)

Reporting to the President, the Treasurer oversees the financial affairs for the Board. The Treasurer advises the Board about the financial position and any problems, budgets, or policies, oversees budget development and implementation, ensures funds are used cost-effectively, and supports the Directors' strategic direction and policies. Refer to the [Treasurer Job Description](#) for more details on the position.

Elder (1 - Executive Committee Director; 1 - Director)

The Elder provides the Board with the perspectives, interests, and considerations of their knowledge of and experience with elder issues as they relate to Yukon First Nations and/or Inuit/Metis cultures, language, and traditional practices. The Elder must be 60 years of age or older.

Youth Director

The Youth provides the Board with the perspectives, interests, and considerations of their knowledge of and experience with youth issues as they relate to Yukon First Nations and/or Inuit/Metis cultures, language, and traditional practices. The youth must be between the ages of 18 and 29 years, inclusive.

Director (0 – 3 At-large)

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EXPECTATIONS

1. Attend Meetings

Directors are expected to be punctual, be prepared, and attend all general meetings including the AGM in July (1), Quarterly Meetings in June, September, December, and March (4), and any other Special Meetings as deemed necessary. Meetings take place in person or virtually via video/phone conference. Ability to travel in Yukon and have access to a phone or internet is essential.

Quorum & Decision Making

The quorum for a meeting in which decisions can be made is 50% of Directors. The decisions will be made by consensus. If consensus cannot be achieved within a reasonable period, a vote is taken. The vote is carried with 50% plus one with the Chair holding tie breaking responsibilities.

Robert's Rules of Order

YAWC has adopted the Robert's Rules of Order to conduct its General Meetings which the Chair oversees and includes:

- Introducing and managing meeting correspondence and directing motions for actions and approvals
- Staying on track of the agenda
- Recapping of what has been accomplished and naming owners of action items

Refer to the [Robert's Rules of Order Cheat Sheet](#) for an overview.

Meeting Protocol

- a. The President calls a meeting upon the request of 60% of Directors and if budgets permit a meeting to take place.
- b. The Executive Director drafts and circulates the meeting agenda and sends the meeting invitation of place, date, and time.
- c. Board members confirm their attendance and provide feedback on the draft agenda no later than one week before the meeting. If quorum is not attained, the Executive Committee may decide to cancel and reschedule the meeting.
- d. The Executive Director via the Office Administrator coordinates all meeting logistics.
- e. The Executive Director circulates all necessary documents at least one week before the meeting, including the final agenda, final minutes from the previous meeting, Treasurer's report, President's report, Committees' report, and Executive Director's report.
- f. The Secretary takes notes of the meeting and circulates to the Board the draft minutes within 2 weeks of the meeting for review.

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2. Correspondence

Directors are expected to communicate periodically throughout the year with the President and Executive Director on matters pertaining to general meetings, opportunities for advocacy, and any issues on professional conduct. Open and respectful correspondence allows for information to flow, knowledge, and capacity to grow within the Board, and sound decisions to be made in an efficient and considerate manner.

Correspondence Protocol

- a. The President or Executive Director will reach out to the Board via email with information that requires an action or response or is intended to just inform (FYI).
- b. Each Director will acknowledge receipt of the email and respond accordingly in a timely manner.
- c. A Director can share information with the Board by emailing the President or the Executive Director, who will then pass on the information to the Board.
- d. Directors must inform the President and Executive Director if email correspondence is not possible so that an alternative method of communication can be set up (e.g., phone or videoconference).

3. Advocacy

Directors are leaders and ambassadors of YAWC. As such, they have the important role of raising awareness about YAWC' mandate in their community, promoting its programs and services, and encouraging Indigenous women and gender diverse peoples to join the organization in solidarity. By actively looking out for new members, Directors are supporting the succession planning process of the Board.

As YAWC champions, Directors are expected to stay current on knowledge of issues affecting members, clients, and stakeholders and share that information with the Board .Directors can also help build relations with key stakeholders in their community, such as potential members, clients, funding, or program partners.

4. Professional Conduct

Directors are invited to actively participate in a respectful manner with the highest ethical standards surrounding Board business. They are expected to identify any problems or emerging conflicts that may be barriers to active and full participation and are also expected to actively engage in the resolution of them to maintain good working relationship.

The [YAWC Code of Conduct – Conflict of Interest Policy \(24 May 2019\)](#) outlines the rules around conflicts of interest and the responsibilities of Directors and staff and proposed steps to resolving and managing such issues. A key first step is disclosure to the Board of any actual or potential conflicts of interest prior to a Director's election or appointment or when the circumstances arise.

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COMPENSATION

YAWC aims to recognize and support the hard work of the board through personal and professional development opportunities whenever possible. Furthermore, the Executive Committee board members may be remunerated for executive services provided in that role, dependent on available funding.

EVALUATION

Monitoring and evaluation are good governance practices to track progress and support informed decision-making and accountability. Important is the active participation by all Directors in the process.

1. Check-In Opportunity

The President will connect periodically, one-on-one with Directors to assess how they are doing on the Board and what potential intervention measures are needed to address issues. The President will work with the Executive Committee and Executive Director to respond to Director needs and supports.

The President is also responsible for enforcing the process of membership termination. The removal of a Director before the expiration of their term requires a special resolution. This may arise when the Director:

- has missed 3 consecutive general meetings without just cause; the Executive Director will keep track of meeting attendance to support the participation process
- has died or is in poor membership standing.

A Director's resignation needs to be in writing and addressed to the Board.

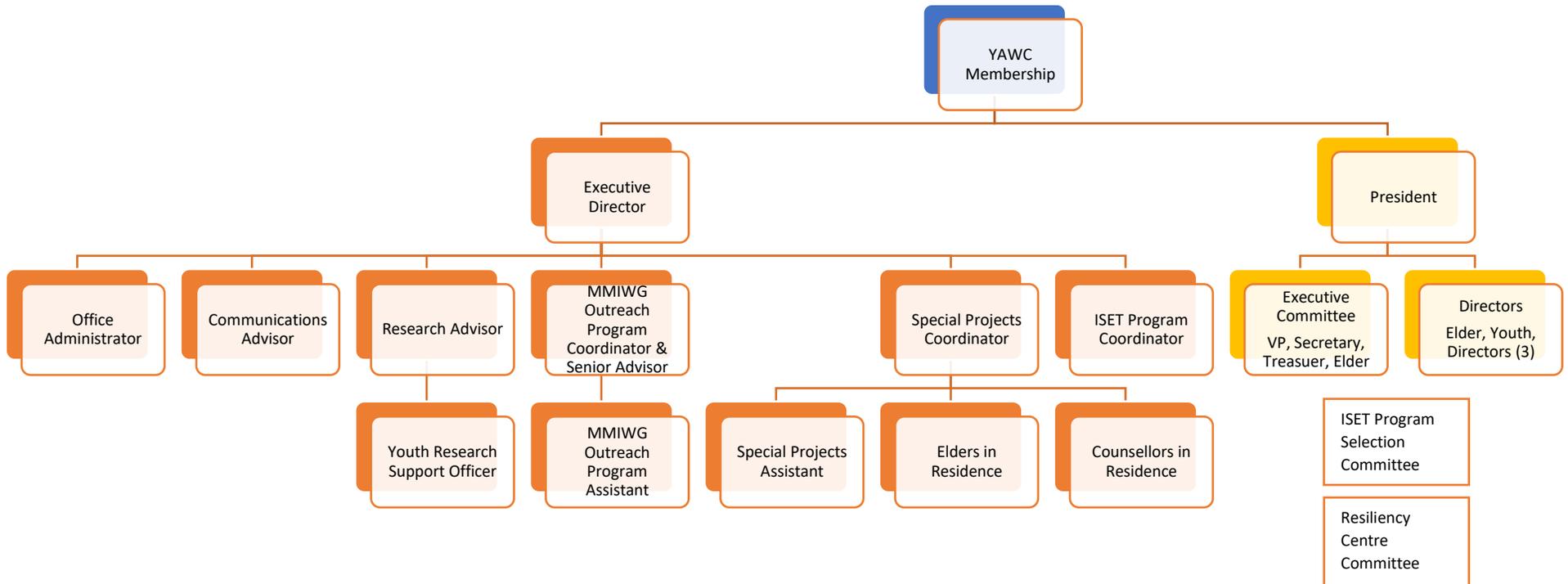
2. Training and Wellness Support

YAWC supports staff and Board training and wellness development. Dependent on budgets, YAWC can pay for Director personal and professional development sessions/courses that are within Board goals and objectives. The terms and conditions of training and wellness support are set by the Board.

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YAWC ORGANIZATIONAL CHART



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