

First Nations Not- For-Profit Governance

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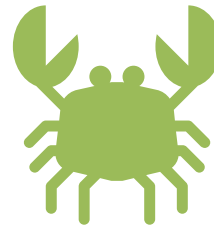
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What I am learning



Anishnabe organizations want to do things in a new way



Interrupting impacts of colonialism

Band office politics

Lateral violence

Crabs in a bucket

Laziness, Addictions, Hand-out culture

The critical path

Planning

- Knowing who we are and where we are going
- Strategic planning

Strengths

- Understanding our strengths
- Emotional intelligence and strength-based resiliency

Relationships

- Strengthening relationships
- Healing relations and resolving disputes

Policies

- Having structures to support growth
- Consistency, Expectations, Reliability, Feedback

What is a Not-For- Profit?

- Legal entity separate from members
 - Can enter contracts, own property, sue/be sued
 - Profits must support organizational purpose





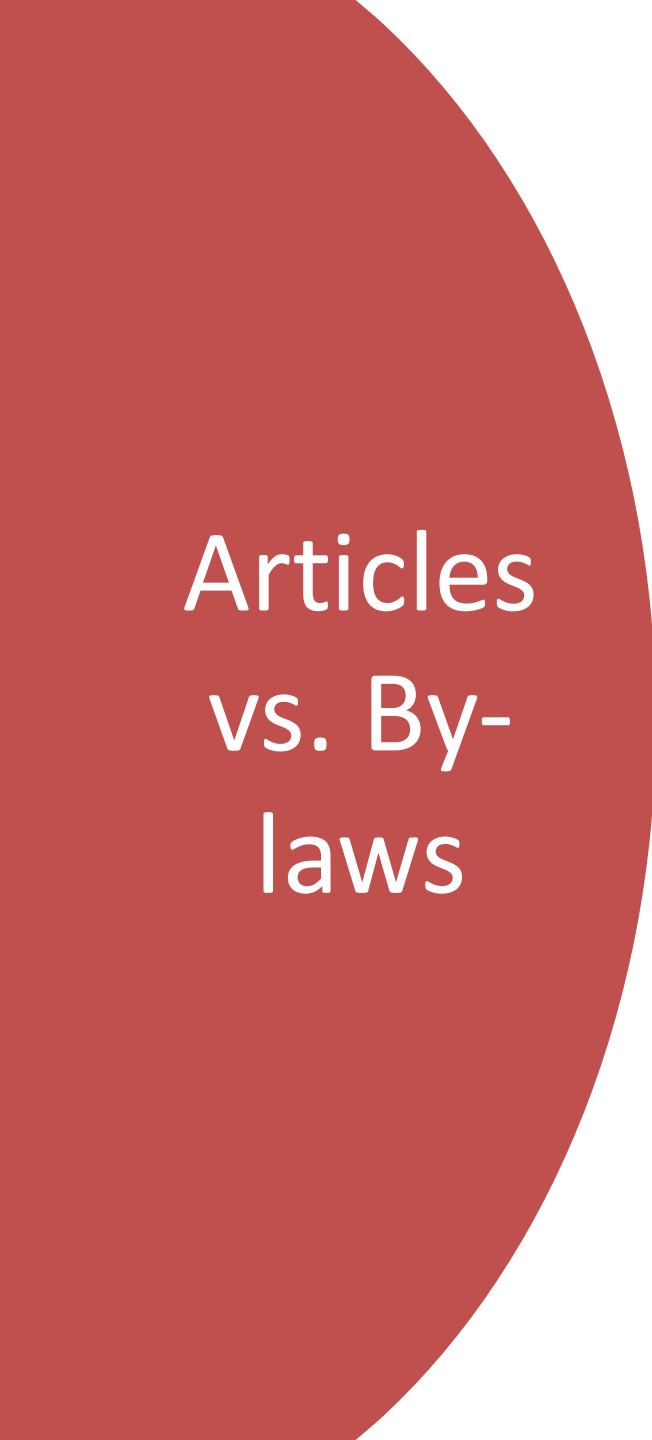
Why Incorporate?

- Limits liability of members
 - Ensures structure and accountability
 - Supports sustainability and continuity
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Jurisdiction

- Corporations may be incorporated provincially or federally
 - First Nations can operate under either system
 - Choice depends on scope of operations
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Articles vs. By- laws

- Articles = legal structure and purpose
 - By-laws = internal rules and governance
 - By-laws guide meetings, authority, and roles
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Why Boards Matter

- Directors supervise management
 - Ensure accountability and purpose
 - Provide direction and oversight





Three Key Governance Duties

- Strategic duty – Achieve mission
 - Fiduciary duty – Comply with law & act loyally
 - Generative duty – Ensure effective operations
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Strategic

Generative

Fiduciary



Strategic Duty

- Understand and uphold mission and vision
 - Align activities and decisions with purpose
 - Review and monitor strategic plan regularly



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Strategic Planning Benefits

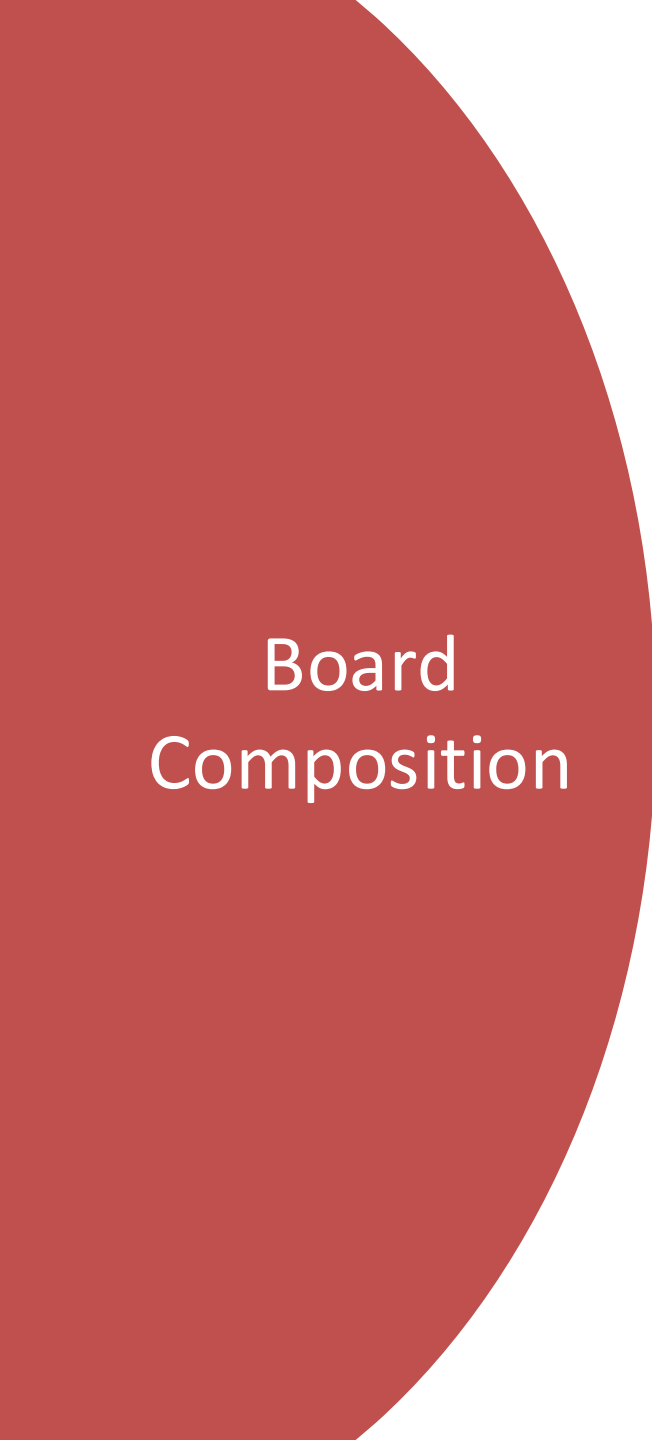
- Clarity and alignment
 - Resource prioritization
 - Measurable goals and outcomes



Thinking about the mission statement

- A mission statement should be:
- Concise, a single, powerful sentence
- Sounds good when spoken out loud
- Is stirring, creates a memory
- Is specific, actionable, tell us why we should care





Board Composition

- Directors must be 18+ and competent
 - By-laws define representation and qualifications
 - Consider meaningful youth and elder participation
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On-Boarding New Directors

- Provide orientation and organizational history
 - Share policies and roles
 - Use mentorship and relationship-building

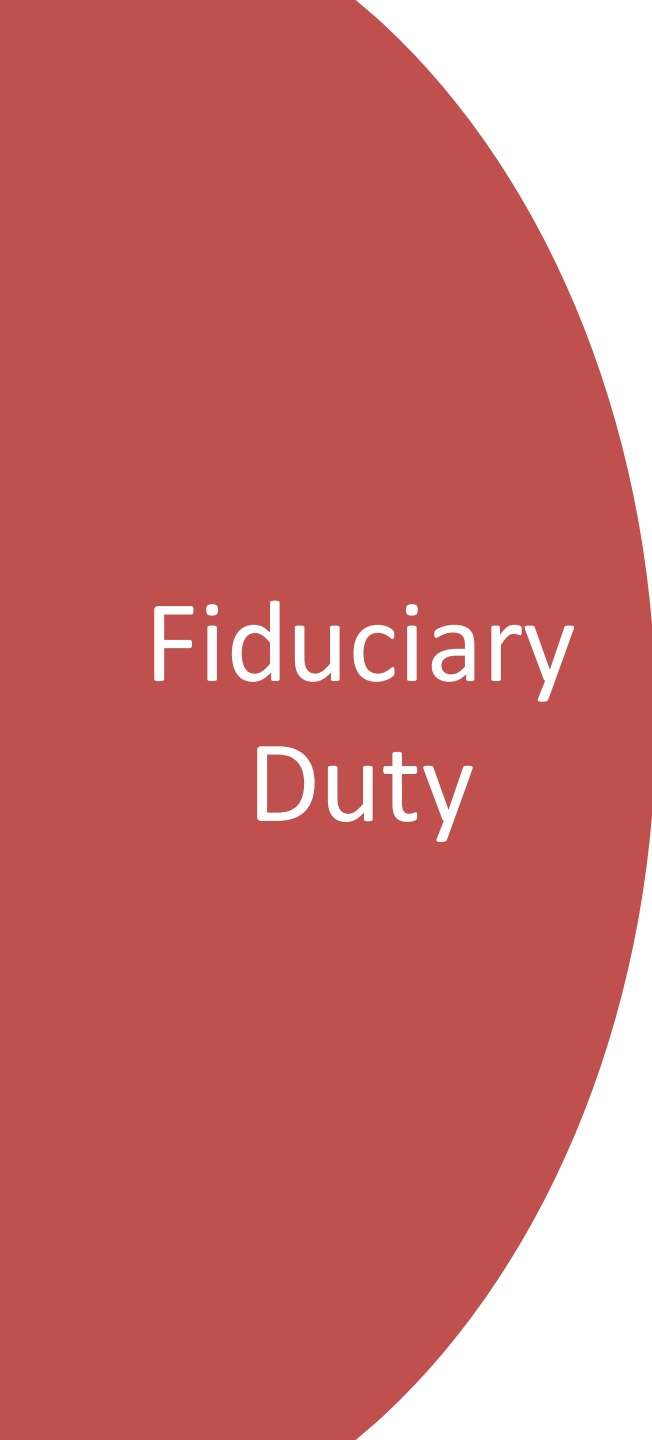




Staggered Terms

- Supports continuity
 - Prevents knowledge loss
 - Encourages leadership development





Fiduciary Duty

- Act honestly and in best interests
 - Understand financial status and risks
 - Participate in decisions and oversight
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Conflicts of Interest

- Disclose relationships openly
 - Recuse from discussions when needed
 - Focus on transparency and integrity
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Duty of Confidentiality

- Protect sensitive and community information
 - Confidentiality continues after term ends





Board and Executive Director Relationship

- Board hires and supervises ED
 - Avoid interfering with staff management
 - Ensure performance evaluation and proper support
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Whistleblowing Considerations

- Allow direct reporting in exceptional cases
 - Maintain safe and respectful process
 - Protect confidentiality and prevent retaliation
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Liability of board members

- In addition to basic duties, a director or officer may be held liable for:
 - **Failure to act as stated under a statute.**
For example, if a statute requires directors to file a report or maintain certain records, and these reports or records are not maintained, the director may be liable for an offence under that statute.
 - **Non-compliance of the organization with a statute.**
For example, directors may be liable for financial losses, wrongful dismissal, employee discrimination or failure to remediate environmental damage.

Indemnity clauses

- **Indemnification** means “to pay the costs of or to reimburse another person for costs incurred”.
- In the context of a non-profit corporation, indemnification would involve the payment by the corporation of the legal costs, expenses, settlements and judgments of a director or officer, provided that they:
 - arise out of his or her acts or omissions while acting within the capacity of a director or officer, and
 - are the subject of actual or threatened legal proceedings.
- No indemnity when Director acts out of negligence / gross negligence
 - Breached duty of care / knew or ought to have known and failed to take appropriate action to avoid harm



Generative Duty

- Create policies and procedures
 - Ensure effective meeting processes
 - Clarify roles of Chair and committees
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Structure holds it all together

Rules free up space in our mind

Rather than making it up as we go, we have a reliable structure that we can rely on



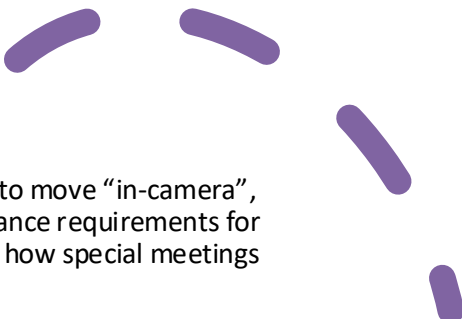
Enables consistency in decision-making

Turn to the policies when resolving conflict

Creates an equal playing field

Allows people to know what to expect

Structur
es: the
Policy
Framew
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Common Governance Policies

- Board Meetings
- Can include how to open meetings, how to move “in-camera”, how frequently the Board meets, attendance requirements for Board members, when the Board meets, how special meetings are called etc.
- Elections and Nominations
- Roles and Responsibilities of Board Members and Officers
- Advocacy
- Board Evaluation
- Delegation of Authority
- Code of Conduct
- Conflict of Interest
- How and when Board members should declare a conflict
- Committees of Board
- Can include standing and ad-hoc committees and how they are formed

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Role of the Chair

- Chairs meetings and sets agenda
 - Supports ED and board cohesion
 - Models positive leadership and accountability
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Effective Board Meetings and Processes

- Board Structure
- Agendas
- Effective Board Discussions
- Board Member Orientation
- Board Evaluation

Agendas

- What does the Board want to accomplish at a meeting?
 - Be clear about what the purpose of each item is – information, discussion, or decision
- To time or not to time meeting items
- Standing items
- Consent agenda: Regular items that do not need discussion
- Discussion vs information items
- Identifying speakers
- Reports: can be for discussion or just information
 - The pitfalls of reports – highlights versus reading aloud



Effective Discussions

- Establish a set structure to your meetings and discussions
 - Recognizing speakers
 - When are discussions closed?
- Motion to open discussion or at the end of a discussion
 - Tip: complete motions ahead of time (slips and signing)
 - Motion guides or “cheat sheets”
- What does good governance look like?
 - Operational versus governance
- Only discuss items that are:
 - Relevant to everyone
 - Require an answer or decision from the Board



Board Self- Evaluation

- Assess effectiveness regularly
 - Review governance and strategic progress
 - Provide training and encourage growth



Board Evaluation Procedures

At least annually the Board should engage in a self-evaluation

Has the Board been operating effectively?

What has the Board accomplished in the past year?

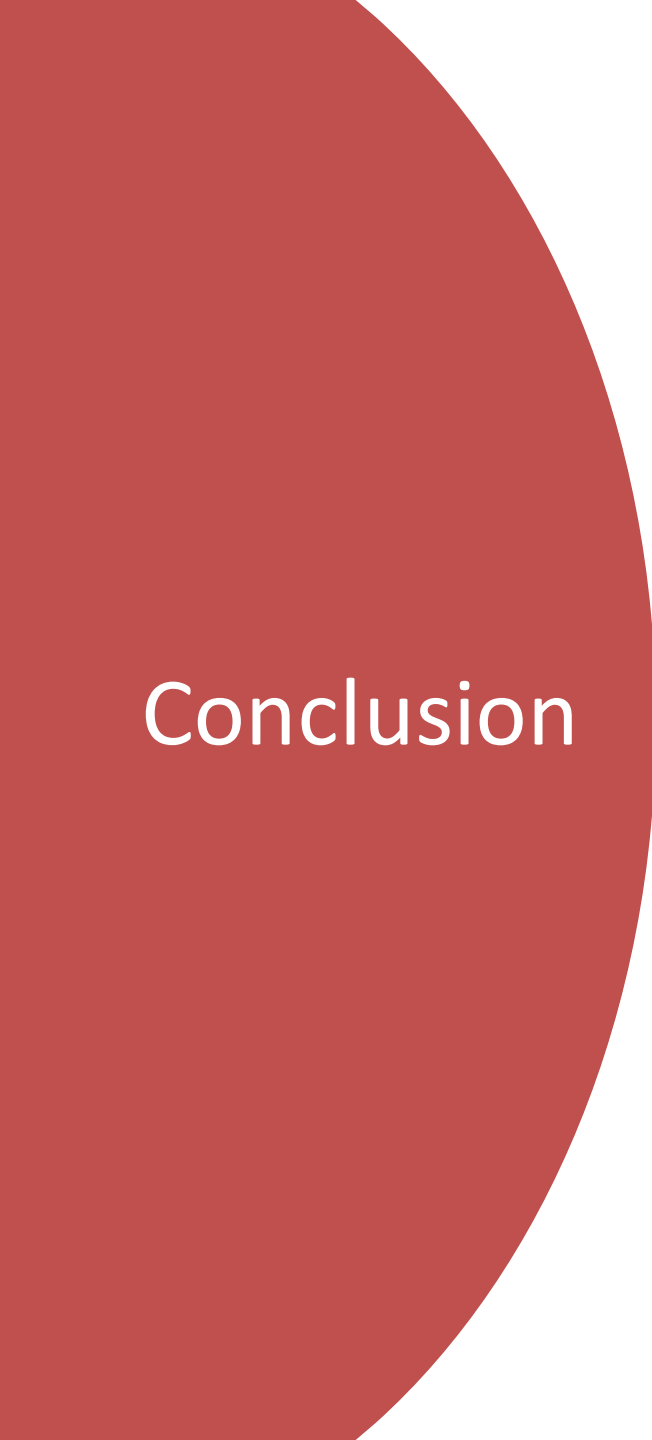
Has the Board been able to meet the goals it set for itself?

What does it hope to accomplish next year?

What should the Board change about how it operates?

New Board Member Orientation

- Who is responsible for new Board Member Recruitment?
- Who is responsible for new Board Member Orientation?
- What would be included in a new Board Member package?
 - Strategic Plan
 - Policies
 - Copies of recent minutes
 - Contact lists
 - Description of governance processes (if not in policy)
 - Annual reports
 - Recent financial reports



Conclusion

- Board work strengthens nation-building
 - Governance supports healing and empowerment
 - Miigwetch for your leadership and service
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