

C H A R T E R
D R A F T R E S O L U T I O N # 0 1 / 2 0 2 5

AFN Annual General Assembly, July 15-17, 2025, Winnipeg, MB

TITLE: AFN Charter Amendment: Separation of Political and Corporate Functions

SUBJECT: Governance

MOVED BY: Khelsilem, Chairperson, Squamish Nation, BC

SECONDED BY: Chief Sean Smith, Kwanlin Dun First Nation, YT

WHEREAS:

- A. Since 1982, the Assembly of First Nations (the “AFN”) as a national organization continues to advocate and support the collective interests and priorities of First Nations from across Canada in accordance with the Charter of the Assembly of First Nations (consolidated December 2022) (the “Charter”).
- B. The AFN operates with a Secretariat that provides legal, technical and administrative supports to implement First Nations-in-Assembly directed mandates.
- C. The Executive Committee, which is comprised of politically elected Regional Chiefs, in addition to the National Chief and the Chairperson of the Knowledge Keepers Council, in effect serves as the corporate board of directors responsible for monitoring and controlling the Secretariat; establishing policies; selecting senior officials for the organization; approving personnel and service contracts for the Secretariat; securing fiscal resources for the AFN; and monitoring and controlling the expenditures of the AFN, governed in accordance with the Charter as well as corporate bylaws, established pursuant to the *Canada Not For Profit Corporations Act*, SC 2009 c. 23 (the “federal legislation”).
- D. Corporate oversight and support to the Secretariat, guided by technical expertise, is necessary for the effective and efficient operations of the AFN.
- E. The Executive Committee, with its current composition of politically elected Regional Chiefs, does not provide the technical expertise necessary to support the Secretariat’s operations; and being governed by the federal corporate bylaws has and continues to restrict the Regional Chiefs’ abilities to advance the political directives of the First Nations-in-Assembly and has resulted, from time to time, in conflicting priorities as Regional Chiefs and the board of directors.
- F. The *United Nations Declaration of the Rights of Indigenous Peoples* states:
 - i. (Article 18): Indigenous peoples have the right to participate in decision-making in matters which would affect their rights, through representatives chosen by themselves in accordance with their own procedure, as well as to maintain and develop their own indigenous decision-making institutions.
- G. It is recommended that the Charter be amended to alleviate the corporate responsibilities of the Executive Committee so that the Regional Chiefs can focus and provide dedicated political support and advocacy to the First Nations in between assemblies and to enhance the support to the Secretariat with a new corporate board of directors equipped with experienced technical expertise.
- H. The separation of political leadership from corporate governance is consistent with best practices in nonprofit, public, and Indigenous governance models, and is intended to safeguard the integrity, transparency, and operational accountability of the AFN.

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- I. As the scope of AFN's operations, funding, and responsibilities have expanded over time, the existing structure no longer provides the technical capacity required to ensure sound financial management, risk oversight, and strategic planning.
- J. The Executive Committee must be free to focus fully on political advocacy, national policy development, and relationship-building with First Nations and the Crown, unencumbered by the administrative burdens of corporate governance.
- K. The creation of a Secretariat Board of Directors does not replace or override the authority of the First Nations-in-Assembly but rather serves as a technical support mechanism to carry out the Assembly's mandates effectively.
- L. The Charter may be amended in accordance with Article 28 which states:

This Charter may be amended by consensus or general agreement of the Chiefs or their duly accredited Proxy of the First Nations present at any Annual Meeting or Special Meeting of the First Nations in Assembly provided that at least 60 days written Notice is given to the First Nations in advance of the Annual Meeting or Special Meeting at which such amendment is to be tabled.

- M. The requirements set out in Article 28 of the Charter have been satisfied.
- N. In accordance with the spirit and intent of this resolution, it is proposed that the Charter be amended, in chronological order, as follows:

ARTICLES	CURRENT LANGUAGE	PROPOSED AMENDMENT
The Executive Committee		
Article 18.7	The Executive Committee shall secure fiscal resources for the Assembly of First Nations and monitor and control the expenditures of the Assembly of First Nations.	Repealed. Replaced with the Secretariat Board of Directors assuming this responsibility in accordance with Article 26.
National Chief		
Article 20.1	The National Chief is a member of and is not separate and apart from the Executive Committee. He functions as a member of a collective leadership.	The National Chief is not independent and is part of a collective leadership within the Assembly of First Nations. The National Chief serves as a member of the First Nations in Assembly, the Executive Committee, and the Secretariat Board of Directors and is obligated to uphold their responsibilities as set out in this Charter.
Article 20.5	The National Chief shall maintain and direct the Secretariat in accordance with the directions set by the Executive Committee, the Confederacy of Nations and the First Nations-in-Assembly.	Repealed.
Article 20.6	The National Chief shall preside over the Executive Committee and Confederacy of Nations meetings.	The National Chief shall preside over the meetings for the Secretariat Board of Directors, the Executive Committee and Confederacy of Nations.
Article 20.7	The National Chief shall develop a budget for the office of National Chief and the rest of the Executive Committee and shall retain support staff to help the Executive Committee carry out	The National Chief shall develop a budget for the office of National Chief and correspondingly also for the Executive Committee, which should include financial resources for the Regional Chiefs to retain

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	their duties and obligations to the First Nations.	support staff and carry out their duties and obligations to the First Nations.
Article 20.8	The National Chief shall operate the Secretariat within the Budget approved each fiscal year by the Confederacy of Nations.	The National Chief shall operate the National Chief's Office within the budget approved each fiscal.
Article 22.3	In the event that the National Chief is removed from Office in accordance with paragraph 2 of this article or in the event that he dies or resigns, or is found to be medically unfit to carry on his duties and complete his term of office owing to physical or mental disability, or in the event that his term of office ends before a new election, the rest of the Executive Committee shall assume his role and function until such time as other arrangements are made by the First Nations-in-Assembly.	The Executive Committee shall appoint from among the Committee members a Deputy National Chief. The National Chief may delegate some of their duties to the Deputy National Chief from time to time or the Deputy National Chief can perform the duties of the National Chief in circumstances where the National Chief is unable perform their duties, due to being medically unfit; or physically or mentally disabled; or if the National Chief has been removed from office, dies or resigns. In circumstances where the National Chief's position becomes vacant the Deputy National Chief shall act until the First Nations-in-Assembly elects a new National Chief pursuant to Article 22.1.
The Secretariat		
Article 25	The Secretariat of the AFN shall be comprised of the Executive Committee and such administrative, technical and support staff as the Assembly of First Nations may require.	The Secretariat shall be comprised of the Secretariat Board of Directors and such administrative, technical and support staff as the Assembly of First Nations may require.
Article 26.1	The Secretariat shall function in accordance with its By-laws but so as to ensure the implementation of the decisions of the First Nations-in-Assembly and those of the Confederacy of Nations consistent with the decisions of the First Nations-in-Assembly.	The Secretariat shall be governed by the Secretariat Board of Directors in accordance with this Charter and the corporate Bylaws and any other applicable laws so as to ensure the implementation of the decisions of the First Nations-in-Assembly and those of the Confederacy of Nations consistent with the decisions of the First Nations.
NEW ARTICLES: Secretariat Board of Directors		
NEW Article 26B.1: Size and quorum of the Secretariat Board of Directors		The Secretariat Board of Directors shall consist of seven (7) members. Quorum shall require four (4) directors to be in attendance. In cases where quorum has been achieved and a director may need to recuse themselves from the discussion, due to a conflict of interest, the director's recusal and removal from the discussion will not impair the quorum.
NEW Article 26B.2: Nominations		The Secretariat Board of Directors will be nominated and selected in accordance with this Charter, AFN policies, corporate bylaws or applicable laws, as required.

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	Every three (3) years, the Secretariat shall issue a nation-wide public call for director nominations, in accordance with a nomination and selection policy.
NEW Article 26B.3: Term of office	Directors shall serve for a three-year term with a maximum of two consecutive full terms. Terms will be staggered to ensure corporate continuity in service.
NEW Article 26B.4: Appointment and Grounds for removal	<p>The First Nations-in-Assembly shall appoint the directors to the Secretariat Board of Directors.</p> <p>The First Nations-in-Assembly may remove a director from the board on the grounds that the individual has been found to have breached the AFN Charter, their Oath of Office or Independence or AFN Policies; or violated the applicable governing Bylaws or laws.</p>
NEW Article 26B.5: Vacancies on Board	<p>Should a vacancy occur on the Secretariat Board of Directors, mid-term, the Executive Committee may fill the vacancy by selecting a name from a roster of shortlisted candidates.</p> <p>If there are no short list candidates available to fill the vacancy a selection panel, in accordance with AFN policies, will be convened to select and recommend at least two (2) qualified candidates for the consideration and approval of the First Nations-in-Assembly at the next duly called assembly.</p>
NEW Article 26B.6: The authorities, obligations and responsibilities of the Secretariat Board of Directors	<p>The Secretariat Board of Directors shall monitor and control the Secretariat, set policy for the internal operations of the Secretariat, select all senior officers and establish policies for the management of all personnel or service contracts.</p> <p>The Secretariat Board of Directors shall oversee the responsibilities of the Secretariat with particular regard to:</p> <ul style="list-style-type: none"> a. Financial management and performance; b. Audit and risk; c. Human resources and compensation; and d. Operation policies. <p>To “oversee” for the purpose of this Article means the independent review, direction, and monitoring of the financial management of the Secretariat, human resource practices, operational policies, risk management and performance reviews to ensure compliance with the Charter, Bylaws and applicable law.</p>
NEW ARTICLE 26B.7: Financial plans and annual budgets	In consultation with the Executive Committee, the Secretariat Board of Directors will develop AFN's

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	<p>multiyear financial plans for 6 year periods with associated strategic plans, to guide the operations of the Secretariat.</p> <p>The Secretariat Board of Directors shall develop the Assembly of First Nations annual budgets, in accordance with the financial plans, for approval by the Executive Committee.</p>
NEW ARTICLE 26B.8: Fiscal Resources	The Secretariat Board of Directors shall secure fiscal resources for the Assembly of First Nations and monitor and control the expenditures of the Assembly of First Nations.
NEW ARTICLE 26B.9: Accountability	The Secretariat Board of Directors shall be accountable to, report to and take direction from the Executive Committee and the First Nations-in-Assembly.
NEW ARTICLE 26B10: Policies and Procedures	<p>The Secretariat Board of Directors shall develop a rules and procedures policy, for the operations of the Board, and to include an “Oath of Office, Independence and code of conduct” for a Director to swear before the First Nations-in-Assembly and to uphold during their service on the board.</p> <p>The Secretariat Board of Directors shall develop a Governance Manual to support the operations of the Board of Directors.</p> <p>The Secretariat Board of Directors is authorized to establish committees to support the Board's duties and responsibilities under this Article.</p>

- O. For the purpose of establishing and maintaining the Secretariat Board of Directors, it is recommended that the Secretariat develop a nomination and selection policy to provide an open and transparent process established in accordance with the following considerations and requirements.
- P. Public Notice. The nomination process shall be publicly advertised on the official AFN website and through all recognized AFN communication channels.
- Q. Delivery of Submissions. Nominations shall be submitted to the AFN Secretariat.
- R. Nomination Submission Requirements. Each nomination must include: a complete biography; a statement of qualifications demonstrating leadership experience and expertise in one or more of the following areas: financial management, human resource management, operations policy or strategic planning; a maximum of two (2) reference that addresses a person's qualifications, based on skill, knowledge, and/or experience; additional information that may be required by the current Executive Committee to assess the individuals' suitability; and an informed consent, in writing, for the AFN to conduct a criminal record and credit bureau check.
- S. Board Composition Requirements. The nomination process should encourage individuals from all regions, gender, generations and cultural representation as well as complementary professional expertise with the goal that at least

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50% of the directors are to be women, Two-Spirit or gender diverse persons. At a minimum there should be at least one (1) Chartered Professional Accountant (CPA) and one (1) senior HR professional (CHRL, CPHR or equivalent).

- T.** Qualifications and Diversity of Candidates. Individuals to be qualified to serve on the Secretariat Board of Directors must possess: proven leadership experience and a demonstrated track record in governance and community leadership; expertise in at least one relevant field of either financial management, human resources, operations policy or strategic planning; a demonstrated history of integrity, transparency and accountability; and public recognition by one's community, for excellence in service and leadership.
- U.** Timelines. The nomination process will commence 180 calendar days before the date of the Assembly in which the Secretariat Board of Directors are to be appointed. All complete nomination submissions must be filed and received by the Secretariat no later than 90 calendar days before the Assembly in which the Secretariat Board of Directors are to be appointed. In establishing the initial Secretariat Board of Directors, the Executive Committee shall review all the nominations submitted and establish a short list of eligible candidates no later than 45 calendar days before the date of the Assembly when the Secretariat Board of Directors is to be appointed.
- V.** Shortlisting Process. The Secretariat shall compile a complete list of nominations and forward to the Executive Committee and an arm's length selection panel, which could include representatives from the AFN Councils of: Youth; Women, Veterans and/or the 2SLGBTQIA for evaluation and to inform a short list. The selection process will aim to identify at least seven (7) and no more than ten (10) candidates with an interest in appointing seven (7) directors. Four (4) of the seven (7) resulting directors are to be independent and cannot be: a current AFN employee or contractor of the Secretariat; a sitting Chief, Proxy or Executive Committee member; or have material financial or familial relationships with an employee of the Secretariat that could or would influence their judgement.
- W.** Appointment and Removal. The First Nations-in-Assembly will confirm the appointment of the Secretariat Board of Directors and may remove any director in accordance with the Charter.
- X.** It is recommended that the Secretariat Board of Directors establish a Governance Manual to guide the Board's oversight and operations of the Secretariat and support the governance of the AFN and should include the following considerations and requirements.

 - i.** Compliance with the AFN Charter. All matters under the Governance Manual should ensure that actions or decisions conducted on behalf of the AFN are to uphold and comply with the AFN Charter.
 - ii.** Noncompliance of the Manual. A substantive noncompliance with the Manual would constitute a breach of the AFN Charter. The Manual should identify the distinction between a substantive noncompliance and a technical noncompliance.
 - iii.** Chair and Deputy Chair. The Secretariat Board of Directors shall choose a Chair amongst the directors as well as a Deputy Chair, to serve, in circumstances when the Chair either delegates their duties or is unable to fulfil their duties.
 - iv.** Establishment of Committees. The Board of Directors at a minimum should establish the following committees to support the ongoing work of the Secretariat: (a) audit and risk; (b) finance and performance; (c) human resources and compensation; and (d) nominations.
 - v.** Terms of Reference. To define the selection, goals, scope and responsibilities of AFN Representatives, including the National Chief.
 - vi.** Annual Review and Amendments. In accordance with the Secretariat Board of Director's authority to establish the Governance Manual the Board may amend the policy from time to time, following either annual reviews or biannual reviews, whichever is appropriate.

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THEREFORE BE IT RESOLVED that the First Nations-in-Assembly:

1. Approves removing the corporate board responsibilities from the Executive Committee to allow the Assembly of First Nations (AFN) organ to focus and advance the political leadership that is necessary to realize the mandates directed by the First Nations-in- Assembly and the interests of the First Nations in between assemblies.
2. Approves establishing the AFN Secretariat Board of Directors to be comprised of experienced technical professionals to fulfil the corporate-related responsibilities and obligations to advance and support the administrative operations of the AFN.
3. Approves the considerations and requirements for the development of a nomination and selection process to establish and operate a resulting Secretariat Board of Directors.
4. Approves the considerations and requirements to develop and operate a Governance Manual.
5. Approves amendments to the AFN Charter in accordance with this Resolution and correspondingly directs the AFN, including the AFN Executive Committee and AFN Secretariat, to take the necessary actions to implement the objectives of the Charter amendments as well as update the AFN policies, bylaws and corporate records to reflect and uphold the amendments to the Charter, within **186 calendar** days from the date of this Resolution.
6. Confirms that the Charter amendments as expressed within this Resolution shall come into effect on the date of approval of this Resolution. The application of the AFN Bylaws or policies shall be interpreted and applied in accordance with the new Charter amendments as outlined in this Resolution.