



# Munnings Law

*Aboriginal and Business Law*  
*Seven Generation Thinking*

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TO: Members of the Southern Stl'atl'imx Health Society (SSHS)  
FROM: Lana Nielsen, Munnings Law  
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## **Re: Bylaw Amendments – Summary**

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### **Background**

In September 2017, Rosemary Stager, Health Director and the Board requested that Munnings Law recommend changes to the Bylaws to separate business from government, a workshop was held at the end of September over two days to review the Bylaws line by line with the Board. The 2017 Bylaws were not brought to the members.

On February 28, 2019, SSHS was working with FNHA and Bridge Barn Consulting to begin the process of accreditation which would give SSHS more funding opportunities and funding from FNHA to develop “best practices” and new policies. Part of the accreditation policy included an organizational review which recommended the separation of business and government. The Board then reviewed the Bylaws, but they were not ready to make changes and then in 2020, there was Covid.

In November 2021, Rosemary left SSHS and the Bylaws were going to be put forward at the December AGM. A new Health Director was hired and the Bylaws were not put to the members. On April 22, 2022, Munnings Law was requested to assist the new Health Director to revisit this information with the Board, revise the memo, and do a presentation for the Board. There were many political issues and Douglas announced that they were going to leave if things did not change. A few meetings took place to start working to amend the Bylaws with community involvement, then the new Health Director went on leave and the Bylaw work fell to the side.

In early 2023, Eppa was brought in as the new Interim Health Director and committed to amending the Bylaws. Over the past 6 months, Munnings Law has worked with Eppa, the Governance Renewal Committee, and the Board to come up with a proposed redraft of the Bylaws.

### **Summary of Major Changes**

1. Members must reapply for membership every year (section 3.4)

Goal: To keep members active and make it easier to keep track of active members

Previously: Individual membership did not have an expiry.

Now: Individual membership will expire each year on the date of the annual general meeting (AGM).  
Members must submit their applications for membership prior to the AGM.

2. Withdrawal process for Member Nations (section 3.7)

Goal: To require a mandatory consultation period; to ensure the member community has had a vote; to allow SSHS enough time to prepare for the disengagement.

Previously: A Member Nation could withdraw from SSHS by delivering written notice.

Now: There will be a 1.5-year process to withdraw, requiring a 90-day consultation period between SSHS, the other Member Nations, and FNHA, and the Member Nation's community must vote on withdrawing.

3. Member quorum lowered from 20 to 10 members (section 5.2)

Goal: To make it easier to meet quorum and hold a meeting of the members.

Previously: Quorum was 20 members.

Now: Quorum will be 10 members.

4. One Director from each Member Nation will be jointly appointed by Chief and Council and the administration (section 6.5a)

Goal: To allow the administration to participate in the appointment of a Director.

Previously: Chief and Council appointed 2 Directors.

Now: Chief and Council and the administration will jointly appoint 1 Director.

5. One Director from each Member Nation will be appointed by the members of the Member Nation at a community meeting (section 6.5b)

Goal: To allow the community members of each Member Nation to vote for a Director.

Previously: Chief and Council appointed 2 Directors.

Now: Chief and Council will appoint 1 Director and the community members will appoint 1 Director.

6. Directors cannot be a Chief or executive-level employee of a Member Nation (section 6.4)

Goal: To remove the influence of the Chief and senior leadership from the SSHS board.

Previously: A Chief or executive-level employee could be a Director.

Now: A Chief or executive-level employee cannot be a Director.

7. Director terms increased from 2 to 4 years (section 6.9)

Goal: To give Directors more time to accomplish their goals.

Previously: Director terms were 2 years.

Now: Director terms will be 4 years.

8. Director terms will be staggered (section 6.10)

Goal: To have some Directors stay on the board while new Directors are appointed; to avoid having all Directors being replaced on the board at once.

Previously: All Directors would start and end their terms at the same time.

Now: Some Directors will start their 4-year terms now, and some Directors will start their 4-year terms two years later.

Other Changes

Other changes to the Bylaws include:

- Adding definitions
- Adding duties and qualifications of the Directors
- Adding duties of the Health Director
- Adding procedures for meeting adjournments
- Adding stricter requirements for director background checks