



OPPORTUNITY PROFILE

External (Non-Beneficiary)Trustee

ABOUT SAWRIDGE TRUSTS

The Sawridge First Nation near Slave Lake, Alberta, established two trusts, known as the Sawridge Band Inter Vivos Settlement and the Sawridge Trust (collectively, the “Sawridge Trusts”). The Sawridge Trusts are managed by a Board of Trustees, and the Trusts' assets are ultimately for the benefit of their beneficiaries. The Trusts provide supplemental health benefits, life insurance, education support, seniors support and other benefits to beneficiaries.

Each of the Sawridge Trusts owns 50% of the shares in Sawridge Group Holdings Ltd. (“SGHL”). SGHL is managed by its own board of directors, and the Trustees (as SGHL's sole shareholders) are responsible for appointing the directors.

Today, SGHL is focused on building a balanced passive portfolio of income-producing assets to provide for the future needs of the beneficiaries of the Sawridge Trusts. The businesses currently operate a hotel in Ft. McMurray and a Travel Centre on the Sawridge First Nation. Passive investments include commercial real estate, a business park, investments in mortgage investment companies (MICs) and a portfolio of investments in stocks, bonds and other income-producing assets.

THE OPPORTUNITY: External (Non-Beneficiary) Trustee

External Non-Beneficiary Trustees must not be beneficiaries and must not have had a relationship with the Sawridge First Nation, except in their capacity as a Trustee of the Sawridge Trusts. External Trustees must be residents of the Province of Alberta.

Introduction

Recognizing the descriptions of the responsibilities set out in the Trust Deeds, as well as the common law responsibilities of the Trustees, the Trustees have set out the following roles of a Trustee.

Trustee as a Fiduciary

The Trustee is a fiduciary and as such is someone who has undertaken to act for or on behalf of the Beneficiaries of the Trusts. The Trustees are in a relationship of trust and must have the confidence of the Beneficiaries. The Trustees have a duty of loyalty to the Trusts and to the Beneficiaries.

Loyalty

In fulfilling their duty of loyalty, the Trustees will act honestly and in good faith toward the beneficial and legal owner of the assets. The Trustees will not place themselves in a position where their duty to the Trust and to the Beneficiaries will conflict with their own personal interests.

Agents

The Trustees also have managerial functions. Within the terms of the Trust Deeds, the Trustees are required to maintain and enhance the assets which are held in trust, obtaining advice from experts whenever necessary, but always exercising the final discretion over how these assets will be managed. Trustees are able to receive advice and direction from professionals in respect of any particular subject matter and must retain responsibility for making the ultimate decision.

Skills

The Trustee will ensure that they have or can acquire the necessary skills to oversee the Trusts, and that they invest an appropriate amount of effort to enable the carrying out of their Trustee responsibilities with the prudence and diligence. All Trustees will take at least a basic level training for trustees offered by the National Aboriginal Trust Officers Association or an equivalent course.

Managing Assets

In order to properly serve the interests of the current and future Beneficiaries, the Trustee will invest, buy, sell, and receive the assets of the Trusts in such a way as to ensure that the Beneficiaries can enjoy the benefits of these assets when the Trustees, make such decisions in their sole discretion. The Trustees jointly own shares in the Sawridge Group Holdings Ltd., and its subsidiaries and related partnerships (collectively the “Sawridge Group of Companies”). The Trustee will ensure that there is sufficient return on the assets to permit some distribution of the assets to Beneficiaries while also ensuring the long-term viability of the basic capital of the Trusts. The Trustees have delegated the responsibility of the day-to-day management of the Sawridge Group of Companies to its board of directors (the “Board”), however must remain in contact with the Board to review reports on the progress of financial operations and to meet with the Directors, at least on an annual basis to review and discuss the performance of the investments over the past year.

Beneficiary Entitlements

The Trustees will approve policies setting out the benefits to which the Beneficiaries are entitled. Trustees may modify these policies at any time, provided that the policies deal with all Beneficiaries in a fair manner. The beneficial entitlements may be reduced, amended or eliminated at any time as the Trustees see fit to meet the financial ability of the Trusts to pay benefits and to meet the changing needs of the Beneficiaries.

Accountability

Trustees shall keep proper accounts and at least every 2 years have a meeting of Beneficiaries to present an accounting of the Trusts. The Trustees shall not be required to reveal the financial statements of any companies in which the Trusts own shares if such revelation would be deemed not to be in the best interests of those companies. The Trustees shall, at all times, operate within the terms of the Trust Deeds.

Conflict of Interest

Trustees shall not personally benefit from their service to the Trusts other than receiving a reasonable stipend for services provided and remuneration for any expenses duly incurred and shall comply with the conflict provisions of the Code of Conduct for the Trustees.

General Provisions of Being a Trustee

Apart from their obligations as fiduciaries, Trustees also have an obligation to actively participate in the affairs of the Trusts.

Trustees shall comply at all times with applicable policies in place, including without limitation those related to Trustee meetings and the Code of Conduct.

Board Composition

The deeds of settlement for the 1985 and 1986 Trusts, permit two of the five trustees to be "non beneficiary" trustees. The two non-beneficiary trustee seats will be held by independent trustees. Independent trustees are people who are not beneficiaries, and who have not had a previous direct or indirect connection with the Sawridge First Nation, other than a previous appointment as a Trustee. Independent Trustees shall possess qualifications, values, knowledge, trust experience and other characteristics so as to provide value to the Trusts.

Independent Trustees must be resident in Alberta and comply with all provincial laws, including those in the Trustee Act, as they pertain to requisite qualifications to hold the office of trustee. The candidate's connection to First Nations and the extent of their willingness to understand the community, history and needs of First Nations individuals and communities and the history and customs of First Nations, especially of the Sawridge First Nation, should be considered. Such Trustees should have an understanding, empathy and compassion for Indigenous people and have an understanding, or a willingness to learn, the history of colonialism and racism for Indigenous peoples and the challenges that are unique to Indigenous communities.

Trustees shall complete the National Aboriginal Trust Officers Trustee Basic Training Program, or a similar equivalent, within one year of their appointment, unless they have equivalent or better qualification.

Term

Each Trustee shall have a three-year term with a maximum of two consecutive terms. The first term is renewable at the option of the remaining Trustees. Once the Trustee has served two consecutive three-year terms or has resigned, that Trustee will be only be eligible for reappointment after a break of at least one three-year term. This policy shall apply to all Trustees.

Trustees' Skills Matrix

1. *Cultural Competency*
Understanding the cultural diversity of the Sawridge First Nation and interacting effectively with Trustees, Sawridge Companies board members, beneficiaries and First Nation Council.
2. *Benefits Administration*
Sensitive to the needs of beneficiaries and applying same in a fair and consistent manner. Identifies issues and underlying components of the situation. Considers alternate solutions by weighting potential risks and impact against desired outcomes.
3. *Governance*
Governance is the system by which an organization is directed and controlled, working closely with the Trusts' Administrator. Good governance requires that Trustees support and give direction to the Trusts' Administrator to ensure she/he leads the organization in accordance with established strategies and plans. Must be prepared to understand and accept the nuances of the unique working arrangements between the Trustees/Trusts and the Sawridge Group of Companies Board/Senior Management.
4. *Financial and Business Acumen*
This is more than numbers. Trustees need to understand how corporations make decisions and be financially literate in order to understand numbers on financial statements. Trustees must see the "big picture" and how the key drivers of the business relate to one another, working together to produce growth.
5. *Legal*
Legal is an understanding of what is allowable or permissible and being in conformity with laws, principles, regulatory, statutory, etc. General knowledge of trust law and beneficiary rights would be an advantage.
6. *Leadership*
Leadership is the process of social influence in which one person can enlist the aid and support of others in the accomplishment of a common task. Leaders can be someone whom other people follow or someone who guides or directs others, while leadership is organizing a group of people to achieve a common goal. Traits of leaders include being a role model for integrity and ethics, demonstrating optimism and positive energy, motivating and inspiring others, resolving conflict, listening and communicating.
7. *Risk Management*
This is the process of identifying, quantifying, and mitigating the risks an entity faces. While it is impossible to remove all risks, it is important Trustees properly understand the risk tolerance level the entity is able to accept in the context of its approved strategy.

8. *Sphere of Influence*

The sphere of influence of an organization or individual can show its power and influence in the decisions of other organizations or individuals. Being connected and plugged into influential business and government leaders is beneficial, giving one access to people that can make things happen in the organisation's favor.

Compensation

There is an annual retainer and an amount provided per meeting.

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