

**REDDING RANCHERIA  
TRIBAL GOVERNMENT POLICIES**

**Chapter TP 2-100**

**Redding Rancheria Economic Development  
Corporation Board**

**February 24, 2009**

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## SECTION 1: PURPOSE

The purpose of this policy is to establish guidance and standard procedures for the Tribal Council when carrying out its role with respect to the Redding Rancheria Economic Development Corporation (RREDCO).

The purpose of this policy is also to establish guidance for selection and accountability of members of the Tribal Council appointed to serve on the Board of Directors of RREDCO or its subdivisions.

## SECTION 2: BACKGROUND AND INTENT

The Redding Rancheria created RREDCO to provide a mechanism to diversify the economic and financial base of the Redding Rancheria through the development or acquisition of for profit businesses. The Tribal Council, with approval of the General Membership has petitioned the Secretary of the United States Department of the Interior for a charter for the corporation pursuant to Section 17 of the Indian Reorganization (Act 25 U.S.C. Section 477).

The Charter of Incorporation was issued on July 31, 2002, and the Tribal Council later ratified the charter.

The provisions of the Charter authorize RREDCO to enter into a broad variety of business arrangements and to charter subsidiaries (subdivisions). The Tribal Council, through the charter has delegated certain duties and authorities to the Board of Directors for the Corporation, while certain duties and authorities are retained.

This policy is intended to guide the Tribal Council and its members in carrying out duties with regard to RREDCO and its subdivisions, and to provide effective ongoing processes to ensure timely decisions regarding corporate matters.

## SECTION 3: DEFINITIONS (Reserved)

## SECTION 4: DELEGATED AUTHORITY

Authority for operation of RREDCO is vested in its Board of Directors pursuant to the RREDCO Charter of Incorporation. The Tribal Council, pursuant to the Charter has reserved the following authority:

- (a) To represent the Redding Rancheria as sole owner of the corporation.
- (b) To approve selection of Directors of the corporation.
- (c) To approve the annual budget and business plan of the corporation.

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- (d) To select and appoint at least one Tribal Council member to serve as a Director of the corporation.
- (e) To establish Tribal laws that bind the corporation.
- (f) To approve certain borrowings of the corporation as required by the charter.
- (g) To obtain reports from the Corporate Board and to have access to financial and operating records of the corporation.
- (h) To receive audited financial statements for each fiscal year.
- (i) To approve amendments of the charter, subject to approval of the Secretary of the Interior.
- (j) To approve Dissolution of the corporation.

SECTION 5: AUTHORIZED PROGRAMS AND SERVICES (Reserved)

SECTION 6: SELECTION OF CORPORATE DIRECTORS

Directors of the Corporation are selected and nominated by the Board of Directors, subject to approval of the Tribal Council. The RREDCO charter requires that at least one of the members of the Board be a member of the Tribal Council. Subdivisions of the corporation may, but are not required to have a Tribal Council member on the board of directors. The Tribal Council will administer the approval process as follows:

- (a) The Tribal Council will appoint a Tribal Council member to serve as a member of the RREDCO Board of Directors. Such appointment shall be for the Tribal Council Member's term on the Tribal Council, and shall expire consistent with the expiration of the member's term on the Tribal Council. A Tribal Council member may be reappointed at the beginning of a new term on the Tribal Council.
- (b) The Tribal Council does not, under ordinary circumstances, desire to appoint a Tribal Council member to serve on the Boards of RREDCO subdivisions. In the event that the Tribal Council wishes a Tribal Council seat on any such board, it shall advise the Board of Directors of RREDCO of its desire and coordinate with the RREDCO Board in making the appointment.
- (c) The Chief Executive Officer coordinates with RREDCO and shall notify the Tribal Council when the Tribal Council seat on the corporation or its

subdivisions are vacant, and recommend that the appointment be scheduled on the Tribal Council agenda.

- (d) The Tribal Council encourages adult members of the Redding Rancheria, including Tribal Council members, to serve on Boards of Directors of RREDCO subdivisions, in their capacity as Tribal Members.

#### SECTION 7: ELIGIBILITY AND REQUIREMENTS

- (a) Eligibility for service as a Director of RREDCO or its subdivisions shall be as set forth in the Charter of Incorporations.
- (b) Tribal Council members shall be selected to serve as directors based on their knowledge and commitment to the business of the corporation(s).

#### SECTION 8: REQUIREMENTS OF TRIBAL COUNCIL MEMBERS

- (a) Tribal Council members who serve as a director of RREDCO, or its subdivisions, if appointed by the Tribal Council, shall be responsible to:
  - (1) Carry out duties of Director on the same basis as all other directors.
  - (2) Make verbal reports to the Tribal Council following each Board meeting regarding actions taken by the Boards of Directors and other information deemed appropriate.
  - (3) Assist fellow Directors in understanding pertinent Tribal policy and practices.
  - (4) Maintain confidentiality of corporate business that is not appropriate for disclosure.
  - (5) Discuss with the Tribal Council and the Board of Directors any perceived conflict between the differing roles of Director and Tribal Council member and seek guidance as appropriate.
- (b) Tribal Council members who serve as directors of the boards of RREDCO subdivisions, unless appointed to the seat by the Tribal Council, shall have no specific duties to the Tribal Council, and shall carry out the duties as directors in accordance with the subdivision charter and bylaws, RREDCO and Redding Rancheria laws and policies.

- (c) Tribal Council members not serving as members of RREDCO or subdivisions are expected to:
  - (1) Review minutes of corporate board meetings and reports rendered to the Tribal Council by the corporations and obtain explanation.
  - (2) Review and familiarize themselves with all pertinent material and information necessary to consider actions related to RREDCO and its subsidiaries.

#### SECTION 9: CONFLICT OF INTEREST

For Tribal Council members serving as directors of RREDCO or its subdivisions, real or perceived conflicts may arise between a Tribal Council members role as a member of the Tribal Council and his/her role as a director of RREDCO or its subdivisions. This may occur when the applicable board or boards are making decisions or recommendations that require approval or action by the Tribal Council. While no specific guidance may be given regarding the circumstances that may lead to a perceived or real conflict of roles, the following is intended to guide such circumstances:

- (a) Members of the Tribal Council may vote in any matter placed before the applicable board, in their role as a director of RREDCO or its subdivision, whether or not the matter involves a decision or recommendation that will require an action of the Tribal Council.
- (b) Members of the Tribal Council may vote in any matter placed before the Tribal Council, in their role as a Tribal Council member, for action associated with RREDCO or its subdivision in which the Tribal Council member(s) has also voted as a director of the applicable board.
- (c) Members of the Tribal Council may, in their role as a Tribal Council member, vote for or against any action irrespective of their vote as a director of the applicable board.
- (d) To the extent that any member of the Tribal Council feels conflicted between roles, or another member of the Tribal Council feels that a member is conflicted, the matter should be placed before the Tribal Council for discussion and, if necessary, guidance provided by the Tribal Council.
- (e) A Tribal Council member may abstain from any vote at the Board of Directors or the Tribal Council level when such member is unable to reconcile a conflict between his or her separate roles, and should at any such time advise the voting body of such decision.

SECTION 10: SOVEREIGN IMMUNITY

Nothing in this policy shall be construed to have waived the sovereign immunity of the Redding Rancheria, any tribal entity, department or program, or any tribal officials or employees, except as specifically and explicitly described herein.

Legislative History:

Originally Adopted by Tribal Council Resolution #020-02-24-09, dated February 24, 2009.