





Nishnawbe Aski Nation

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(807) 623-8228
[FAX] (807) 623-7730



nan.ca



100 Back Street, Unit 200
Thunder Bay, ON P7J 1L2



Request for Proposals (RFP)

Comprehensive Review of NAN Governance and Management Structure and the Development of Sovereign and Incorporated Entities

ABOUT NISHNAWBE ASKI NATION

Nishnawbe Aski Nation was established in 1973, and was originally known as Grand Council Treaty No . 9, until 1983 . Grand Council Treaty No . 9 made a public declaration – A Declaration of Nishnawbe Aski (The People and the Land) – of our rights and principles in 1977.

NAN territory encompasses James Bay Treaty No . 9 and the Ontario portion of Treaty No . 5, a landmass covering approximately two-thirds of the province of Ontario, spanning 210,000 square miles. NAN represents 49 First Nations with a total population (on and off-reserve) of approximately 45,000 people, grouped into 6 Tribal Councils and the Independent First Nations Alliance. Six of our member Nations are not affiliated with a specific Tribal Council.

NAN advocates on behalf of our member First Nations for self-determination and other priorities through arrangements and agreements with our Treaty Partners - the governments of Canada and Ontario. NAN is guided and governed by Chiefs-in-Assembly Resolutions.

NAN is led by an Executive Council that consists of a Grand Chief and three Deputy Grand Chiefs. There is a bylaw #1 that governs the business of NAN Corporate Services, along with the general provisions of the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23. NAN Corporate Services is managed by a Chief Administrative Officer (CAO), and this position is responsible to the Executive Council.

Additional background information on NAN can be obtained from our website: www.nan.ca.

TERMS OF REFERENCE (TOR) AND REQUEST FOR PROPOSALS (RFP) FOR: COMPREHENSIVE REVIEW OF NAN GOVERNANCE AND MANAGEMENT STRUCTURE AND THE DEVELOPMENT OF SOVEREIGN AND INCORPORATED ENTITIES

Background and Context

- 1 At the Special Chiefs Assembly (SCA) of May 20-22, 2025, in Toronto, the NAN Chiefs passed Resolution 25/19 *Comprehensive Review of NAN Governance and Management Structure and the Development of Sovereign and Incorporated Entities*. A copy of Resolution 25/19 is attached to this TOR/RFP. In the event of any inconsistency between the Resolution and the TOR/RFP, the Resolution shall take precedence.
- 2 The Comprehensive Review mandated by Resolution 25/19 is intended to address long-term structural reform.
- 3 There is a tension between the Canadian corporate structure required by day-to-day NAN business (e.g. funding contracts, employment contracts, and office leases) and the political structure that should respect traditional First Nation values and First Nation sovereignty. This tension has been considered by other First Nation organizations in Canada; for example, the Anishinabek Nation, the Chiefs of Ontario, and the Assembly of First Nations. NAN Chiefs want a governance model that resolves this tension to the extent possible and that respects the uniqueness of NAN. It is critical to develop NAN-specific solutions and to avoid off-the-shelf governance models.
- 4 By Resolution 25/19 NAN First Nations have affirmed their collective commitment to strengthening NAN's sovereignty, transparency, and effectiveness by restructuring its governance foundation to reflect the sacred laws, rights, and aspirations of the Treaty 5 and Treaty 9 Nations in Ontario

Purpose and Objectives

- 5 To conduct a comprehensive review of NAN's existing governance and management structure, mandate, electoral systems, and internal operational processes, to ensure greater effectiveness, accountability, community alignment, and sovereignty.
- 6 NAN's governance must be guided by foundational Indigenous principles and legal instruments, including: (1) the Royal Proclamation of 1763; (2) the 1977 Declaration of Nishnawbe Aski; (3) the spirit and intent of Treaties 5 and 9 in Ontario; (4) section 35 of the *Canadian Constitution Act, 1982*; (5) the inherent right to self-government; (6) the United Nations Declaration on the Rights of Indigenous Peoples [UNDRIP]; (7) NAN Chiefs Assembly Resolutions; and, (8) all applicable court decisions affirming Indigenous and Treaty rights, title, and values.

Scope of Work

- 7 The scope of the review shall include Part A (Corporate Structure) and Part B (First Nations Sovereignty).
- 8 Part A (Corporate Structure) shall include the following elements: (1) a full assessment of NAN's current governance and management systems, mandates, policies, and internal structure, including the Executive Council Code of Conduct and the Executive Oaths of Office; and (2) exploration of a federally or provincially incorporated services entity to operate government-funded programs, implement funding agreements, hire staff, and manage audits and reporting obligations.
- 9 Part B (First Nations Sovereignty) shall include the following elements: (1) research and legal analysis on how NAN can operate as a sovereign Indigenous governance entity outside of federal or provincial corporate legislation; (2) development of a culturally grounded Indigenous law-based governance entity, from which the Grand Chief and Deputy Grand Chiefs will be governed under First Nation laws, policies, and

- protocols; (3) review of NAN's current electoral policy and process, and development of options for a custom Indigenous electoral system, including mechanisms to align and operate independently of provincial and federal legislation; and, (4) broad-based community consultation and engagement with NAN member First Nations to ensure the legitimacy, relevance, and collective ownership of all proposed changes.
- 10 It is recognized that the work entailed by Parts A and B is very different. A proponent may propose to do both Parts or only one of the Parts. The NAN Governance and Finance Committee reserves the right to recommend a single proponent for both Parts or separate proponents for the two Parts.
- 11 If separate proponents are chosen for the two Parts, the NAN Governance and Finance Committee reserves the right to meet with the successful proponents from time-to-time to ensure that the final products for the two Parts are coordinated and integrated. The ultimate objective is to design a corporate structure and a First Nation sovereign structure that are separate, but streamlined and harmonious.
- 12 The precise nature of the engagement process with First Nations will be determined based on the agreed-upon timeframe and budget for the overall review.

Methodology

- 13 A Comprehensive Governance and Management Structure Review of NAN to be undertaken through an independent and neutral entity with input from experienced officials from Tribal Councils and other NAN related organizations. In addition to the Independent First Nations Alliance, there are six NAN Tribal Councils: Keewaytinook Okimakanak Council, Matawa First Nations, Mushkegowuk Council, Shibogama First Nations Council, Wabun Tribal Council, and Windigo First Nations Council. Other affiliated organizations are listed in the NAN website, including the Nishnawbe Aski Police Service (NAPS) and the Nishnawbe Aski Legal Services Corporation (NALSC).

- 14 The neutral review entity should not be a generic Canadian or international consultancy. The entity must have extensive experience working with First Nations in Canada. There is a strong preference for an entity controlled by First Nations and/or First Nation people.
- 15 The entity should emphasize collaboration with experienced and trusted officials from Tribal Councils and other NAN related organizations. Many of these officials are intimately familiar with the unique history and values of NAN.
- 16 The entity shall engage throughout the review with the standing NAN Oshkaatisak Youth Council, Elders Council, and Women's Council.
- 17 The review shall include a literature review, including past assessments of NAN and all NAN "constitutional" documents (e.g. the 1977 Declaration and key Resolutions). The literature review shall consider solutions developed by other First Nation organizations in Canada to address the tension between corporate structures and traditional First Nation values and laws.
- 18 The review shall include interviews with key stakeholders at NAN, including all members of the Executive Council, NAN Chiefs, the CAO, and senior management identified by the CAO.

Deliverables

- 19 The selected review entity shall deliver: (1) a comprehensive final report with findings, and recommendations; (2) proposed governance models, including traditional and contemporary frameworks; and (3) a formal presentation to the NAN Governance and Finance Committee and the Chiefs-in-Assembly, for review and decision-making. These deliverables will be contained in two separate reports if the

Part A (Corporate Structure) and Part B (First Nations Sovereignty) work is allocated to two different review entities.

Resources and Budget

- 20 The budget shall be determined after consideration of the proposals in response to the RFP.
- 21 The budget shall be determined by the Chief Administrative Officer (CAO) in consultation with the Governance and Finance Committee. The budget must respect NAN's contractual obligations and overall responsible financial management.
- 22 The contract for the selected review entity or entities shall require monthly work-in-progress billings to ensure that the final work product comes within budget.

Timeline

- 23 The Governance and Finance Committee reserves the right to interview all or some of the proponents, whether virtually or in person. In the case of different proponents for Part A (Corporate Structure) and Part B (First Nations Sovereignty) of the review, a particular purpose of any interviews will be to ensure that selected proponents are willing to coordinate and work together, with the goal of a streamlined and harmonious process and final product.
- 24 Contract or contracts shall be entered within one month of the selection of the review entity or review entities, subject to a time extension in the sole discretion of NAN. The contract(s) shall include a detailed workplan.
- 25 Preliminary report(s) shall be submitted to the Governance and Finance Committee within four (4) months of the execution of the contract.

- 26 Final report(s) shall be submitted to the Governance and Finance Committee within two (2) months of the preliminary report(s). The final report(s) shall take into account any feedback from the Governance and Finance Committee.
- 27 Formal presentation to the Governance and Finance Committee shall be within two (2) weeks of the submission of the final report(s).
- 28 Formal presentation(s) shall be made at the next available NAN Chiefs-in-Assembly. It will be up to Chiefs-in-Assembly to decide on any follow-up steps, including implementation of some or all of the recommendations of the final report(s).

Roles and Responsibilities

- 29 The Governance and Finance Committee shall take all reasonable steps to ensure that Resolution 25/19 is implemented within a reasonable timeframe and budget.
- 30 The Governance and Finance Committee shall keep all First Nations and the Executive Council informed of the progress of the Comprehensive Review.
- 31 The selected entity or entities shall complete the review work described in its contract in accordance with the highest applicable professional standards.

Evaluation and Monitoring

- 32 The selected entity or entities shall provide the Governance and Finance Committee with a monthly report on work-in-progress.
- 33 The contract(s) shall permit the Governance and Finance Committee to suspend or terminate the work of the selected entity or entities at any time, if the Governance and Finance Committee is not satisfied with that work. The Governance and Finance

Committee would then determine how the work mandated by Resolution 25/19 would be completed.

- 34 After the submission of the final report(s), the Governance and Finance Committee will evaluate the process and provide a written report to the NAN Executive Council.

Ethical Considerations

- 35 Throughout the Comprehensive Review mandated by Resolution 25/19, the Governance and Finance Committee and the selected entity or entities shall respect traditional First Nation values and Canadian ethical standards.
- 36 The privacy of stakeholders shall be respected throughout the review process.
- 37 The review work shall be conducted in compliance with the First Nation principles of OCAP®: Ownership, Control, Access and Possession.
- 38 The confidentiality level of the final report(s) shall be determined by the NAN Executive Council.

Proposal Submission Instructions

- 39 All proposals must be received by NAN no later than Thursday, September 25, 2025, at 2:00 PM Eastern Daylight Time (EDT). Any proposals received after that date and time will not be accepted or considered, without exception.
- 40 Only electronic submissions will be accepted, submitted via email as a PDF document to the Chief Administrative Officer (CAO) at the following address: dokis.gary@nan.ca. Submissions by mail, courier or fax will not be accepted.

- 41 All proposals will clearly identify the name of the proponent and note **“RFP for Comprehensive Review of Nishnawbe Aski Nation”** in the subject line.
- 42 Individuals shall indicate whether they identify as Indigenous and what Indigenous community acknowledges their membership. Entities shall do the same for the ownership of the entity, and those who will undertake the work for said entity.

Proposal Submission Requirements

- 43 All proposals shall include the following information:
1. Name
 2. Address
 3. A summary outlining the background of the proponent, the proposal contents, and any specific exceptions to the stated requirements.
 4. A description of the proponent’s qualifications, capabilities and experience specifically related to the RFP, including demonstrated experience and qualifications related to OCAP®.
 5. Identification of whether the proponent is bidding for both Part A (Corporate Structure) and Part B (First Nations Sovereignty), or one Part only.
 6. A description of the physical and human resources required to complete the activities outlined in the RFP, including identification of lead and key project team members, and their roles and experience.
 7. A proposed timeline and methodology that identifies the time and resources required to complete the proposed work.
 8. A cost breakdown for the proposed services, in Canadian dollars and inclusive of HST.
 9. The name, title and contact information for three (3) references that have used the services of the proponent.

Rights of NAN

44 NAN reserves the right to:

1. Reject any or all proposals received in response to this RFP;
2. Conduct interviews with one or more of the proponents;
3. Enter into negotiations with one or more proponents on any or all aspect of their respective proposals;
4. Accept any proposal in whole or in part;
5. Cancel and/or re-issue the modified version of a given RFP requirement at any time;
6. Award one or more contracts;
7. Verify all information provided with respect to a given RFP requirement, including the right to request confirmation of the proponent's legal status and signed documentation; and,
8. Award contracts without competition for follow-up work, if any, to the selected proponent for a given project requirement.

Evaluation Criteria

45 NAN will select the Proponent(s) which, in NAN's sole discretion, best serves the needs of NAN. The following is a summary of the general considerations that will be used to determine the Proponent(s) that will be selected:

1.	Overall Experience and Demonstrated Results	20%
2.	Budget Approach and Cost Effectiveness	20%
3.	Terms and Conditions	10%
4.	Indigenous Organization/Individual	10%
5.	Strategic Thinking and Planning Approach	40%
TOTAL:		100%

46 All enquiries, questions and clarifications should be directed to Gary Dokis the NAN Chief Administrative Officer, at dokis.gary@nan.ca.

ISSUANCE DATE OF THIS RFP: Monday August 25, 2025.

CLOSING DATE OF THIS RFP: Thursday September 25, 2025 at 2:00 pm Eastern Daylight Time.

Attachment: NAN Special Chiefs Assembly Resolution 25/19.

RESOLUTION

Nishnawbe Aski Nation

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[FAX] 807-623-7730



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100 Back Street, Unit 200
Thunder Bay, ON P7J 1L2



25/19

COMPREHENSIVE REVIEW OF NAN GOVERNANCE AND MANAGEMENT STRUCTURE AND THE DEVELOPMENT OF SOVEREIGN AND INCORPORATED ENTITIES

WHEREAS Nishnawbe Aski Nation (NAN) represents 49 member First Nations within the territories of Treaty No. 9 and Treaty No. 5 in northern Ontario;

WHEREAS NAN Chiefs-in-Assembly recognize the need for a comprehensive review of NAN's existing governance and management structure, mandate, electoral systems, and internal operational processes, to ensure greater effectiveness, accountability, community alignment, and sovereignty;

WHEREAS NAN's governance must be guided by foundational Indigenous principles and legal instruments, including:

- The Royal Proclamation of 1763;
- The Declaration of Nishnawbe-Aski (The People and the Land), July 6, 1977;
- The Spirit and Intent of the James Bay Treaty No. 9 (1905–1906, 1929–1930 Adhesions) and Treaty No. 5;
- Section 35 of the Constitution Act, 1982;
- The United Nations Declaration on the Rights of Indigenous Peoples (UNDRIP);
- The Inherent Right to Self-Government;
- All applicable court decisions affirming Indigenous and Treaty rights, title, and values;

WHEREAS Chiefs-in-Assembly seek to explore and define whether NAN can be restructured in accordance with Indigenous sovereignty, customs, traditions, and legal orders - *without reliance on federal or provincial incorporation statutes* - and to establish new entities that reflect both political sovereignty and operational capacity;

THEREFORE BE IT RESOLVED that NAN Chiefs-in-Assembly authorize and mandate a Comprehensive Governance and Management Structure Review of NAN to be undertaken through an independent and neutral entity with input from experienced officials from Tribal Councils and other NAN related organizations under formal Terms of Reference approved by the Chiefs Committee on Governance;

FURTHER BE IT RESOLVED the scope of this review shall include:

- A full assessment of NAN's current governance and management systems, mandates, policies, and internal structure, including the NAN Executive Council Code of Conduct and the Executive Oaths of Office;



RESOLUTION 25/19: COMPREHENSIVE REVIEW OF NAN GOVERNANCE AND
MANAGEMENT STRUCTURE AND THE DEVELOPMENT OF SOVEREIGN AND
INCORPORATED ENTITIES

- Research and legal analysis on how NAN can operate as a sovereign Indigenous governance entity outside of federal or provincial corporate legislation;
- The development of a culturally grounded Indigenous law-based governance entity, from which the Grand Chief and Deputy Grand Chiefs will be governed under First Nations laws, policies, and protocols;
- The exploration of a federally or provincially incorporated services entity to operate government-funded programs, implement funding agreements, hire staff, and manage audits and reporting obligations;
- A review of NAN's current electoral policy and process, and development of options for a custom Indigenous electoral system, including mechanisms to align or operate independently of provincial and federal legislation;
- Broad-based community consultation and engagement with NAN member First Nations to ensure the legitimacy, relevance, and collective ownership of all proposed changes;

FURTHER BE IT RESOLVED the selected qualified entity shall deliver:

- A comprehensive final report with findings, analysis, and recommendations;
- Proposed governance models, including traditional and contemporary frameworks;
- Drafts of enabling policies, organizational frameworks, and implementation strategies;
- A formal presentation to the NAN Chiefs Committee on Governance and Chiefs-in-Assembly for review and decision-making;

FURTHER BE IT RESOLVED that the NAN Executive Council shall ensure that the NAN Oshkaatisak Youth Council, Elders Council, and Women's Council be engaged in the review process;

FURTHER BE IT RESOLVED that the review shall be conducted within a reasonable timeframe and budget;

FINALLY BE IT RESOLVED that NAN Chiefs-in-Assembly affirm their collective commitment to strengthening NAN's sovereignty, transparency, and effectiveness by restructuring its governance foundation to reflect the sacred laws, rights, and aspirations of the Treaty No. 9 and the Ontario portion of Treaty No. 5 Nations.

DATED AT TORONTO, ONTARIO, THIS 21ST DAY OF MAY 2025.

MOVED BY: Chief Cheryl St. Denis, Brunswick House First Nation
SECONDED BY: Chief Archie Wabasse, Wunnumin Lake First Nation
DECISION: **CARRIED**



Grand Chief Alvin Fiddler

Mike Metatwin

Deputy Grand Chief

