

FINANCE COMMITTEE

CHARTER

I. PURPOSES.

1.1 This Charter creates a Finance Committee ("Committee") of the Ione Band of Miwok Indians ("Tribe") General Council. The purpose of the Finance Committee is to confer with the Tribal Council and Tribal Treasurer, on no less than a quarterly basis, and review and report to the General Council and the Tribal Council, on the following with respect to Tribal governmental financial operations and conditions:

A. The existence of proper Tribal policies and procedures regarding the handling, collection, receipt and expenditure of Tribal funds, including but not limited to those associated with Section 638 and other federal government grants and programs, all of which shall be reflected in the Tribes financial books and records in accordance with generally accepted accounting principles and consistent and in accordance with the Tribe's Constitution and any applicable laws, regulations, grant or program conditions, contracts and the like.

B. The Tribe's general financial situation, including its capital structure, working capital, capital expenditures over \$5,000, investments, debt ratings, bank and lender relationships and other matters relating to the Tribe's general financial condition;

C. The existence of appropriate policies and processes regarding the Tribe's administration and expenditure of government grant funds;

D. The Tribal Council's creation and implementation of Tribal governmental operating budgets, including the identification of potential funding sources, the accuracy of income projections, the allocation of Tribal resources, the effects of external economic and other funding conditions, and the accuracy of projected costs;

E. Significant activities within Tribal governmental fund accounts; and

F. The Tribe's audit reports and processes, including collaboration with the Tribal Council on the qualifications, selection or change of Tribal auditors.

1.2. The Finance Committee shall report no less than quarterly to the General Council and the Tribal Council on its compliance with the foregoing and such Tribal financial issues as may be appropriate, and its observations and findings, so that the General Council and Tribal Council may be fully informed about such matters.



II. CONFIDENTIALITY

1.1 It is essential that all Tribal financial information be considered and treated as confidential and privileged and shall not be disclosed by members of the Finance Committee, or anyone to whom such matters are reported, without the express written permission of the Tribal Council. Without limiting the foregoing, Committee members are prohibited from disclosing proprietary Tribal financial and other information learned, gained, or otherwise acquired through any means connected with such member's position on the Committee, and shall be required to sign a Non-Disclosure Agreement, which may include penalties for its violation, including fines, deductions from per capita payments, and removal from the Committee, as the General Council shall determine.

1.2 All members of the Finance Committee shall be required to meet the background qualifications of Tribal officers. In order to ensure that such standard has been met, all members or proposed Committee members shall permit authorized background investigations, in accordance with rules to be proposed by the Tribal Council and adopted by the General Council, in order to be seated on the Committee.

II. COMMITTEE COMPOSITION, ELECTIONS, DISQUALIFICATIONS, AND TERMS

2.1 The Committee shall be comprised of five (5) members elected from the General Council at a first meeting at which nominations are made and seconded, followed by background investigations and clearances of each nominee by the Tribal Council and disqualifications, if any, of nominees who have not been cleared by the Tribal Council following such background investigations. Anyone so disqualified may appeal his or her disqualification in accordance with Section 2.2 below. No election shall be held with respect to such nominees until all Section 2.2 appeals relating to that group of nominees have become final. Following the finalization of all such appeals, a second General Council meeting shall be held no less than thirty days after the nominating meeting for the purpose of holding the election from those nominees who have not been disqualified. The election shall be held in the same manner as elections are held for Tribal Council offices.

2.2. In the event of the disqualification of any nominee because of the results of a background investigation, such nominee shall be immediately notified in writing of the disqualification by the Tribal Council, including the reasons for the disqualification with sufficient particularity to permit the disqualified nominee to refute the basis for the disqualification. Each disqualified nominee shall be provided with a reasonable opportunity to appear before the Tribal Council to appeal the decision and present information as to why such disqualification was in error.

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A. If the decision is upheld by the Tribal Council, the disqualified person may request an appeal to the General Council at its next available meeting, at which meeting the Tribal Council shall fully present its reasons for the disqualification and the nominee will then be given an opportunity to refute such reasons. The General Council shall then vote on whether or not to uphold or reverse the Tribal Council's disqualification of the nominee. The decision of the General Council shall be final.

B. If the nominee's disqualification is upheld, the election shall proceed unless there are insufficient candidates to fill the disqualified candidate's seat, in which case another round of meetings, investigations and determinations will be held to obtain additional nominees. That process shall be repeated as to any office that lacks at least one nominee, but may remain open for additional nominations as the General Council shall decide, provided that once there is at least one nominee for an office, the nominations will be deemed closed if there are no additional nominees within 30 days, and all nominations for a particular seat shall be closed within 90 days after a second nomination has been received.

C. At least 30 days after a slate of eligible nominees has been set, a General Council meeting shall be held for the purpose of electing persons to fill the open seats on the Committee.

2.3 Committee members shall serve terms of three years each, which shall be staggered. To accomplish that, two of the initial seats will be for two year terms and the other three seats shall be for three year terms. A member of the Tribal Council may be elected to serve on the Committee. Any member of the Committee shall be eligible to serve one or more terms on the Committee, whether or not in succession.

III. DUTIES AND RESPONSIBILITIES.

3.1 The Committee shall have the following duties and responsibilities:

A. To review the policies set forth in Section I and make recommendations to the General Council and the Tribal Council when needed about how such policies might be improved.

B. In particular, the Committee shall review

- (i) the Tribe's expense and reimbursement policies;
- (ii) per capita payment/distribution plans;
- (iii) Tribal budgets.



- (iv) issuance of debentures, bonds or other forms of long-term indebtedness of the Tribe;
- (ii) material borrowings of money and the creation of short-term indebtedness;
- (iii) stock splits of Tribally owned corporations;
- (iv) relationships with the Tribe's banks, commercial lenders and investment bankers, including as appropriate, the investment policies and performance goals for the management of investment funds of the Tribal assets against performance criteria;
- (v) the Tribe's debt ratings and relationships with rating agencies;
- (vi) relationships with investment analysts, brokers, and institutional and major stakeholders, including reviewing, as appropriate, the selection, evaluation, removal, restrictions, limits or guidelines on asset managers for the various investment funds of the Tribe's assets as the Committee, in collaboration with the Tribal Treasurer and Tribal Council, deems prudent or advisable;
- (vii) the offering of investment funds and where applicable the allocation of assets into appropriate investment funds of Tribal assets, including the investment in the Tribe's common stock as permitted by law;
- (viii) reviewing any other actions relating to investments undertaken by the Tribe unless specifically reserved to the Tribal Council or another committee thereof;
- (ix) making recommendations to the General Council and the Tribal Council with respect to all such matters;
- (x) meeting and conferring with the Tribe's independent auditors on an annual basis; and
- (xi) engaging in such other financial reviews and making such other recommendations as shall be assigned to it by the General Council or the Tribal Council, including conducting such investigations of the Tribe's financial matters as the General Council or the Tribal Council may direct, provided that any such direction shall include a requirement that no less than quarterly and timely reports be made to the General Council and the Tribal Council regarding the findings of such investigation with recommendations as to what, if any, action

should be taken. No costs shall be incurred or reimbursed in connection with such investigations unless they are expressly and properly authorized in advance, except by approval of the General Council.

C. Notwithstanding anything in this Charter to the contrary, nothing in this Charter is intended to, or shall, 1) empower the Committee or its members individually to usurp, supersede or conflict with the authority of the General Council or the Tribal Council or its officers under the Tribe's Constitution, 2) authorize the Committee members to conduct their own individual inquiries except as expressly set forth in a program developed and approved by the Tribal Council, or 3) authorize the Committee or its members to attempt to directly manage, or "micromanage," any operation or project of the Tribe or is one in which the Tribe is involved.

IV. COMMITTEE STRUCTURE AND OPERATIONS.

4.1. The Committee shall elect one of its members as its Chairperson and another member as its Secretary. Each shall serve two-year terms in that office and may serve multiple or successive terms. Elections shall be held as soon as practicable after seating the first Committee and every two years thereafter, or, in the case of a member's death, incapacity, resignation or other absence, nominations for such seat shall be held within forty-five days of the incident leading to such vacancy or as soon thereafter as is practicable.

4.2. The Committee shall meet at least quarterly and as necessary more often upon the request of the Chairperson of the Committee, or upon the initiation of a majority of the members of the Committee.

4.3. The Committee may invite any director, officer, or member employee of the Tribe or the Tribe's outside counsel or other finance and investment advisors as it deems appropriate to attend all or a portion of a meeting of the Committee or to meet with any members of, or consultants to, the Committee, but except for executive sessions, members of the Tribal Council may attend any Committee meeting and receive copies of meeting materials.

4.4. At any meeting, the Committee may meet in executive session to discuss sensitive Tribal material or information and other matters typically and legally permitted of similar committees, but any action taken shall be by vote in an open meeting.

4.5. A majority of the members of the Committee shall constitute a quorum to conduct business. Members of the Committee may participate in a meeting of the Committee by means of telecommunications conference call or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other. Except in extraordinary circumstances as determined by the Committee Chairperson, notice of any such meeting shall be delivered to all Committee members at least forty-eight hours in advance of the meeting date. Any action required or permitted to be taken at a meeting of the Committee

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may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force and effect as a unanimous vote of the Committee.

V. DELEGATION TO SUBCOMMITTEE.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee.

VI. PERFORMANCE EVALUATION.

The Committee shall prepare and review with the Tribal Council an annual performance evaluation of the Committee, which evaluation shall include a comparison of the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the Tribal Council any improvements to the Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Tribal Council may take the form of an oral or written report or presentation by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make the report.

Approved on the 13th day of November, 2010, by the General Council of the Tribe at a duly called meeting at which a quorum was present.

•Finance Committee Guideline

FINANCE COMMITTEE GUIDELINE

TASKS	COMMENTS
Assignment to Office 1. Election of Members 2. Background Check 3. Final Determination by Tribal Council regarding qualification or disqualification	
Initial Meeting 1. Election of Chairperson & Secretary 2. Discussion of Charter 3. Discussion & Signing of Non-disclosure Agreement, Ethical Standards, Committee Performance Policies, Office Procedures, Computer Sign-in and use	FC, TCM, TA and FO in attendance Tribal Treasurer (TT) serves as TCM Liaison and main contact person to FC.
Plan Meeting 1. Preparation of Committee annual and quarterly review plan and timeline 2. Confer with Fiscal Officer regarding availability of financial documentation, Timing, Meeting dates and Pertinent Issues 3. Delegation of Responsibility of Committee Members	FC, TA & FO
Initial Meeting with Tribal Treasurer and Tribal Council 1. Plan of Action and Timeline 2. Discussion	FC & TCM
Quarterly Meetings with Tribal Treasurer & Tribal Council 1. Report on Findings, Observation, Recommendation 2. Preparation and TCM Review of Quarterly Report to GCM 3. Preparation of Updated Quarterly and Annual Plan of Action	FC, TCM
Quarterly Meetings with General Council Presentation of TCM Reviewed Report to GCM	GCM
Annual Performance Evaluation	FC
REPORTS/DOCUMENTATION	PERSON RESPONSIBLE
Quarterly & Annual Plan of Action - to be presented to Tribal Treasurer and Tribal Council	Chairperson
Minutes of Meeting – Submitted to the Tribal Treasurer for discussion at TCM	Secretary
Quarterly Report to TCM – Submitted to the Tribal Treasurer prior to TCM presentation	Chairperson or Designee
Quarterly Report to GCM – Reviewed by TCM for presentation to GCM	Chairperson or Designee
Sign-in Sheet & Check Request – Submitted to Tribal Treasurer or Tribal Chairperson for Approval	Secretary or Designee

LEGEND		
FC – Finance Committee	GCM – General Council Members	TCM – Tribal Council Members
FO – Fiscal Officer	TA – Tribal Administrator	TT – Tribal Treasurer