

Giant Mine Oversight Body Implementation Committee Meeting

Meeting Minutes

July 16, 2015, 10 a.m. – 12 p.m.

Scotia Building

In attendance:

Natalie Plato, AANDC (Canada)
Kevin O'Reilly, AN
Gordon Hamre, AN
Johanne Black, YKDFN
Kerry Penney, City of Yellowknife (City)
Erika Nyssonen, ENR (GNWT)

Via teleconference:

Jeff Mackey, AANDC (Canada)
Mark Palmer, AANDC (Canada)
Shin Shiga, North Slave Métis Alliance (NSMA)

APPROVAL OF AGENDA

Agenda reviewed and approved.

REVIEW OF JULY 7, 2015 MINUTES

Review and send in comments by end of work day, Thurs. July 23.

SOCIETY BUSINESS

Update on Society Registration

After submitting the application for registration, at the first meeting the Society will decide upon a fiscal year.

The application for Incorporation is signed by all, except Shin and Jeff who were in attendance via teleconference. Once all signatures are witnessed, the complete application package will be submitted to the Dept. of Justice by Secretariat.

Secretariat will send electronic version of approved application to committee once Giant Mine Oversight Body (Oversight Body) is registered as a Society.

Once document is approved, it was suggested by AN to post the articles of incorporation and the by-laws online. Canada suggested downplaying the creation of the Society, to prevent unwanted attention drawn to the Society. AN would also like to see the Giant Mine Environmental Agreement posted to the Giant Mine website, along with the other documents. Canada will look into the proper steps, and post when

possible. GNWT responded that they would put the Environmental Agreement on the GNWT website as well.

Society meeting - Appointment of officers by resolution

Once society is registered and approved by the regulator, Oversight Body would need to have Society meeting ASAP, to appoint officers and to pass resolutions. Counsel for Canada drafted resolutions. Legal Counsel will send updated draft of resolutions to the Committee. Any concerns, draft can be revised. The City also mentioned that once the Society is registered, Board of Directors will pass the funding and bank account resolutions at the first meeting. Once registration is approved, Secretariat will arrange a conference call to approve resolutions. Approved and accepted by all.

For the Oversight Body, it was advised by AN, that directors keep a minute book, where by-laws and resolutions will be kept. Canada suggested that support staff start a binder of all pertinent documentation. AN further mentioned that the society will need this minute book for meeting summaries, and for the Auditor that will get appointed, who will oversee all matters. Legal Counsel mentioned that a law firm would charge for a minute book. AN suggested getting a minute book from an outlet store, to maintain order, and good business practice.

Approval of Banking Resolution

Legal Counsel mentioned that once a bank is chosen, actual directors will need to be comfortable with banking resolution, and every bank insists on their own standard form of resolutions. Canada asked if we can go through banking information today. Legal Counsel said that makes sense to do drafting at the same time. AN was in support of discussion, agreed by GNWT. AN mentioned that the Committee can't make a decision, but discussion can happen. Canada pointed out that all banks are the same except for Scotia Bank. Was suggested not to go through BMO due to location. Committee is leading towards First Nations Bank of Canada. AN is happy to go through FN bank, seconded by YKDFN and NSMA. Secretariat will look into getting banking account set up and follow up with getting banking resolutions.

UPDATE ON APPOINTMENTS

All letters have been received for Interim directors.

GNWT appointee Ken Hall is secured.

City will know soon who appointment is, as candidate is on vacation.

Johanne will be interim director for YKDFN until Kathy Racher is able to become a director. She is expected to come on board between Nov and Jan, but may start earlier. Canada asked if there will be a gap between YKDFN's interim director and new director.

YKDFN's interim appointment is for 180 days. Canada further asked if folks are ok with a mix of interim directors and appointed directors. GNWT questioned whether to have a mix, or hold appointments until later. City answered that it's not so much a mix, only YKDFN's interim appointment will be longer than the others. It was mentioned that there's no anticipated major decisions to be made until the Oversight Body is established. GNWT asked why documents wouldn't be coming in the meantime, as there is paperwork currently being submitted by AANDC and the GNWT.

AN advised that the sooner the Society members can make permanent appointments, the better. It's worth the tradeoff having Kathy Racher come in later. It would be better for all Directors to start at the same time, but she is not available.

Canada is hoping to have members engaged by Nov. and is comfortable with an orientation of the board and forming relationships. Assuming if Kathy is willing to work for free, if she wants to be part of the orientation informally, not voting or formally participating, it would be allowed. AN and YKDFN agree that it's a great idea for her to be involved with the orientation. YKDFN will touch base with Kathy. AN pointed out that she would have to disclose in an advisory capacity, if directors agree. YKDFN asked what the chances were of having her involved with the Surface Design Engagement (SDE). GNWT and Canada said she's working on the regulatory strategy, but nothing conflicting.

AN mentioned that there's no conflict in securing an office space and hiring employees, but it's less clear moving into surface design. GNWT mentioned that she can be an observer and Canada said that there's a large time commitment. GNWT further mentioned that in time commitment of directors, it was never expected for all directors to be involved. AN pointed out that the Oversight Body doesn't need all directors in all decision matters. If there's an interim director carrying on, she may have to step back on some decisions, i.e. office space and hiring employees. Johanne is moving from current YKDFN role to regulatory process. AN pointed out that she would have to talk to the other directors, to potentially be involved with matters of Oversight Body. The City mentioned that Oversight Body matters will be fact specific. Johanne stated that she would have to balance two positions, and make a call once discussed with Oversight Body and YKDFN. It was pointed out that there's ways that can be addressed, and worked out with the permanent directors in the future. Legal Counsel mentioned that it's finding a relationship, and will be a delicate balance in the interim. Johanne said, at the director's first meeting, before sessions start, she needs to establish a firewall to find out which clauses to stay away from on a case by case basis.

The director for AN, either David Livingstone or Bill Slater will be chosen, but they want to know who other parties will be appointing before making a decision. GNWT asked if

AN is able to tell the Committee what they are looking for, what strengths are sought to provide balance. AN answered that they are looking for an engineering, technical perspective. Stated that they are interested in seeing resumes, to collectively cover off the key areas expected to be looking at, and AN will secure resumes from their candidates.

GNWT mentioned that in the previous meeting they indicated the field or expertise that they were looking at without being specific, and that they have to go with someone from the North. AN pointed out that they have no idea who Canada is considering, and would like to know who they are looking at appointing. Canada understands that time has lapsed longer than desired. Further mentioned that senior management has been on vacation and potential candidates were hard to track down to present them with the opportunities. Meeting to be held in the afternoon to discuss further, and moving on it as quickly as they can. Canada has gone in different directions, from technical engineering background, to GNWT senior level background, but not sure which will accept. Will report soon, delay is getting the right people at the right time. AN accepted. NSMA also accepted points brought forward.

NSMA would like to cover qualifications needed. Talked to Steve Rudy, and he can't come on board. Candidate Laurie Chan was suggested by Steve Rudy, and NSMA will be chatting with Laurie on July 17.

The question was asked how directors are finalized. It was answered that a template can be used. Society members should give consideration for term of appointment, as by-laws accept up to a 4 year term. Legal Counsel mentioned that the by-laws offer directors the opportunity to discuss appointment terms. Canada renews every 2-4 years, for continuity. The City mentioned that sometimes directors resign, and terms can be staggered. Occasionally, people and/or terms end at the same time, for reasons of family, health, life reasons. The City also mentioned that they don't have a preference for term length.

AN said that if members can bring resumes, and have a sense of how long they are leaning towards an appointment, to satisfy the obligations of the by-laws. The City stated that the purpose of a resume is not to make negative comments of who we have, as long as they have the expertise chosen. AN confirmed that it is to see value in candidates skill sets.

Chair pointed out that potential candidates are:

GNWT - Ken Hall.

YKDFN - Kathy Racher.

Canada – potential candidate has technical engineering experience and is an ex-bureaucrat.

NSMA - Laurie Chan.

City – potential candidate has possible engineering background.

AN – David Livingstone or Bill Slater.

Draft letter for appointment to be completed by Legal Counsel. Agreed by committee.

It was mentioned that health aspect is lacking, but NSMA may be moving in that direction. It was asked if there is another area other than health that can be covered. NSMA mentioned that they can make a list of expertise of what's wanted, to have bases covered. Correspondence can happen via email as well to discuss possible candidates. YKDFN's candidate, Kathy Racher's strengths are on water chemistry, statistics and monitoring design. AN mentioned that there are gaps of air quality expertise, and it's hard to know what engineering expertise is available. AN is hoping that there would be somebody with permafrost experience. It was mentioned that Laurie Chan may know about arsenic toxicity, and there may be a geochemist who knows about arsenic, i.e. Heather Jamieson who is familiar with aquatic biota. NSMA agreed that it's all important; air quality, soil.

GNWT asked about David Livingstone's background and strengths. It was answered that he was involved with Giant Mine as director of Environment. He was good at bringing parties together, i.e. West Kitikmeot Study. Technically he is a geologist, proven to be a good defender of the public interest who understands how the North works. He has worked with all of the parties that will be involved with Oversight Body.

GNWT mentioned that they can bring in Ken Hall's resume; he was involved with the development of regulations/guidelines regarding spills and contaminated soil. He was the Manager of Environment, and within the section is Air Quality. He is not an expert, but is familiar. If air quality is something members are really keen on, if Laurie Chan doesn't accept appointment, contact Erika, as she is familiar with someone who wouldn't sit on panel, but can ask for their advice as projects happen. He was willing to be a contact, and he is out east. Erika can provide contact info if needed. NSMA accepted.

Members to bring in resumes for next discussion. The City clarified that the purpose is to make decisions, not to challenge decisions.

REVIEW OF AUG 6 2015 IMPLEMENTATION AGENDA

Canada mentioned that there is administrative work to get done. Orientation will hopefully be structured by Aug. 6. It was asked what is needed in terms of materials to prepare the incoming board, to add to the agenda. Next meeting, be prepared for homework to get the board implemented.

Board orientation to occur in the third week of Sept. Society members proposed approaching directors to hold their first meeting in the second half of Sept. NSMA mentioned that it may be challenging for Laurie Chan. Canada mentioned that he is on the Independent Peer Review Panel for Giant Mine.

SECRETARIAT TASKING

Interim Board decided on First Nations Bank of Canada. Support staff to get information from FN Bank to sign banking documentation.

FUNDING APPLICATION

\$436,000 promised by Canada. All that is needed is the registration number for the society. The Agreement is sufficient for funding approval. Once the society is registered, Canada will move forward with General Assessment (GA), within 1 – 2 weeks. Money is in budget and would be transmitted to GNWT region. Canada is in a position to have funding agreement within timelines of establishing the Society.

OVERVIEW OF DRAFT ORIENTATION AGENDA

Orientation is an opportunity to bring Oversight Body up to speed on activities for the next year. It was requested for members to review the draft agenda and provide input by next meeting on 6th of Aug, in order to put together materials that will be required. It was requested for all to bring agenda and/or orientation materials to the meeting. Letitia will send out the orientation agenda.

OTHER BUSINESS

Teleconference call to be arranged by support staff between July 22-24th. Chair, Johanne is not avail from the 20th to 24th. It was mentioned that the board can appoint someone in Johanne's absence, as there would still be quorum with 5 of 6 members. The City asked, if someone nominates an appointee, does the Chair Johanne need to be there. Legal Counsel answered that if Joanne consented in advance, the motion is passed and it's legal. Legal Counsel added that he would make up the form as part of the package he is putting together. Letitia will coordinate with group to find a time to meet via conference call. Legal Counsel to send out docs by the end of the week.

NEXT MEETING

Aug. 6 2015, 10 a.m. – 3 p.m.

ACTION ITEMS:

1. Letitia to look into setting up a bank account with First Nations Bank.
2. Letitia to arrange a teleconference meeting for Oversight Body to pass resolutions of appointing directors and banking matters.
3. Draft letter for appointment by Legal Counsel.

4. Interim directors to bring in resumes and skill sets of potential candidates for next meeting.
5. Board members to review orientation agenda for meeting on Aug. 6.

MEETING ADJOURNED

