

Giant Mine Implementation Committee Meeting

September 11, 2015, 10:00 a.m. to 12:15 p.m.

Scotia building

Meeting Minutes

In attendance:

Bruce Hanna, Environment and Natural Resources (GNWT)
Todd Slack, Yellowknives Dene First Nation (YKDFN)
Natalie Plato, Aboriginal Affairs and Northern Development Canada (Canada)
Gordon Hamre, Alternatives North (AN)
Kevin O'Reilly, AN
Kerry Penny, City of Yellowknife (City)
Erika Nyssonen, ENR (GNWT)

Via teleconference:

Jeff Mackey, AANDC (Canada)

Erika volunteered to chair the meeting.

1. REVIEW AND APPROVAL OF THE AGENDA

Reviewed and approved.

2. ORIENTATION SESSIONS

Confirmation of dates for the Orientation and Directors attendance

The appointed Directors have confirmed that these dates work for them, and the date has been set for Oct. 20 to 22.

Pre-package materials

Pre-package documents were sent to the Directors; package consisted of the Environmental Agreement, By-laws, Report of the Environmental Assessment, Modified Measures, travel resolution, as well as a draft agenda of the Orientation. Secretariat will collect travel information from the Directors to track costs.

Ken Landa (Legal Counsel for AANDC) may not be available to present on the Environmental Agreement (EA) at the orientation, as AANDC will need him for other commitments during that time.

Final review of the orientation agenda and attendance of YKDFN Chief

Todd will confirm whether the Chief will be available for the opening remarks on Day 1. At the request of the City of Yellowknife, Mayor Mark Heyck has also been added on the agenda to provide some opening remarks.

Bruce asked if the Directors would be able to take a tour of the available office spaces. Todd agrees that a tour of office space is ideal. He also mentioned that not all need to be in attendance for the office tour.

Further tour details

For the Giant Mine tour, Erika stated that the incoming Directors would take the tour, which is more in depth. Jeff mentioned that the tour would be beneficial for Kathy to participate and Todd confirmed that Kathy will be available for the tour. Todd also confirmed that he would be in attendance for the other orientation days, as Kathy won't be able to attend.

Confirm Presenters

Erika asked, for the presenters would there be anybody else that would be able to present on the EA, since Ken may have other commitments. Erika then asked Kerry, with her legal background, if she would be able to present on the EA, and Kerry agreed.

It was suggested that Alan Ehrlich present on the Environmental Assessment process and the outcomes in the Report of the Environmental Assessment. Gordon mentioned that Alan would be great at presenting, but suggested going over with Alan what the presentation entailed. Natalie will discuss with Adrian and they will approach Alan.

Erika pointed out that the project team will do different presentation on projects, and the project team would just need to have discussions on who is presenting what. Natalie suggested putting a time limit on presentations so that people will know what to expect; not necessary to put timeframes now, but will chat with presenters. Further project meetings will be required. Natalie noted that Craig has prepared presentations for another upcoming conference which would be revised for these sessions.

Jeff noted that Ben and Steve have been asked if they can provide the underground tour. If the surface and underground tour is done by 2 pm, the end of the day can be debriefing if needed and further questions at C-Dry. Todd suggested that there be a focus on what's happened since work has begun, as opposed to what has been laid out in materials, that would be preferable.

ORIENTATION AGENDA, DAY 3:

Letitia and Bruce have been working on a presentation by Secretariat. Will send the draft presentation to the group for review.

Overview of financials:

To be presented at the orientation; how the funding has been taken care of, background info, and what's coming ahead. Erika asked if Jeff will be presenting the financials. Jeff answered that he is available and willing to present. Erika further asked, since Ken may not be in attendance, will the group be alright with Rohan presenting on the EA if he is

available? Kerry answered, that is doable and they can work together on the EA presentation. Erika mentioned that she will chat with Rohan, to see if he'd be willing to assist Kerry.

Todd asked Jeff, if part of the discussion can include reporting requirements, so Directors always have that in mind, and can come up with a finance/administrative approach for the Board. Jeff answered that there are next to no reporting requirements. Letitia added that there may not be reporting requirements to the federal government, but there are annual reporting requirements under the *Societies Act* and the Environmental Agreement. Jeff suggested that Rohan and Kerry can go over the reporting/financials to tie it in, without getting it mixed up with the EA.

General discussion with the parties:

Erika asked who is leading and/or guiding this discussion of the agenda. Jeff answered that when he was putting together the agenda, he was thinking that the parties could give a bit of a perspective to the project, more so for general direction. Todd asked if this is time well used in the first meeting; what will they talk about at the table if they haven't discussed high level topics. Jeff also asked if there are things that can be discussed at that time.

Kevin joined meeting. He was updated as to what had been discussed before his arrival.

Erika suggested, after the opening remarks of the Chief and Mayor welcoming everybody, the parties can talk about how we got here, what was done, etc. Todd added that each can give a perspective. Kevin agreed that would work and asked if anybody has actually tasked with contacting the Review Board staff for a presentation on the Report of Environmental Assessment. Natalie answered, that is something that she will look into and inquire with Alan Ehrlich about presenting on the Environmental Assessment.

Kerry pointed out that on Day 3, arrangements are being made for Shane Clark to take the Directors on an office tour at 11 am. Then they can break for lunch, and society business can continue afterwards.

Kerry further pointed out; on Day 1 item 6 financials and research are mentioned again. She asked who will discuss that and is it necessary to have it on the agenda twice since it will be addressed during the Environmental Agreement Overview. Bruce asked if a process has been defined to operate the research component of the Oversight Body. Natalie answered that it is for the Oversight Body to determine. Erika suggested that we highlight the need to investigate various models for how research would be managed etc. however that wouldn't be for discussion at these sessions.

Kerry asked again, if financials are going to be talked about on Day 3, is it necessary for the 1st day as well. Erika suggested that it can be removed from Day 1 if necessary. Todd pointed out that if parties are in the room, they are going to want to talk about financials in their presence.

Jeff suggested for Day 1 item 6, Overview of the Environmental Overview, if Kerry will lead that presentation with input from other parties.

Todd inquired about Day 1 item 1 for introductions, if the parties are in the room, they are not going to know the Directors. The parties can be introduced to the Board, and the Board can talk of themselves and provide a background. Jeff agreed, switching item 1 and 2 would make sense. It was agreed that individual introductions would occur.

Kerry asked who would be chairing the orientation. Todd volunteered to chair the orientation. Kevin advised that it should be one of the Directors, and it's fitting for Todd to offer himself as a Chair. Todd confirmed that he is fine with chairing the orientation. Item 3, selection of chair, can be kept on the agenda; Todd will then volunteer himself and the Directors will make a decision then.

Parties and Directors Social

Kerry asked if lunch is being catered, or are we breaking for lunch. She advised that on day 2, we may have to bring lunch out for them onsite at the tour. Kevin recommended that the orientation should be catered. Kerry agreed, as it takes a while for people to return from lunch in a timely manner. It also provides an opportunity for people to eat together and socialize. Erika asked who would pay for the catering. Kevin answered that it should come out of the Oversight Body's budget. Erika questioned whether we can make that decision as we are no longer Directors. All parties agreed that the costs are minimal and acceptable and should therefore proceed with catering. Kevin suggested that the secretariat check with the Directors and other participants to see if they have any food allergies or preferences.

Location of Sessions, Venue and social event discussion

The Independent Environmental Monitoring Agency (IEMA) boardroom has been tentatively booked, and catering will be booked by Secretariat. For the social event, Jeff was thinking of GNWT hosting for about 1 and 1/2 hours. Kevin suggested, if liquor is to be served and/or ordered, the Explorer is the best location, and was agreed by Todd. Erika pointed out that if the Board will foot the bill, they need to be approached to make sure that it is OK. Kerry pointed out that if they buy their lunch and supper, they will be submitting receipts anyway.

Kerry advised there doesn't need to be a resolution, that this is general operations. Jeff suggested for the Secretariat to put together a spreadsheet with costs, and send to the Oversight Body so they are aware of financials, travel, orientation etc.

Kevin mentioned that for the IEMA, they pass a budget at the beginning of the year, with expenses etc., and expenses are tracked during the course of the year. Major new expenses require approval of the Board. Todd said that there is no authorization yet for the GMOB. Kerry pointed out that we all knew there was going to be an orientation. Gordon further mentioned that there will be an opportunity to object to spending.

Directors Dinner

Letitia has booked Thornton's Wine and Tapas for their tentative private dinner. Todd advised, on Day 1, they can decide where they would like to go, and then they can cancel or keep the reservation.

3. FUNDING

Jeff said that the funding is in the middle of the cheque run. Hasn't heard otherwise, but has asked for an update. 6-8 months of funding will be provided. GNWT will keep an eye out for a cheque around Sept. 20 as it will be delivered to GNWT ENR Department.

4. OTHER BUSINESS

a. Update on status of Secretariat actions

Bruce discussed insurance info and office space; tenant liability is too early, as we would need the office space. Kevin appreciates Bruce looking into insurance, and would prefer to go through the provider that offers \$2 million liability insurance.

Job descriptions, policies and guidelines have been provided by different resource boards. Bruce is also waiting on some examples from the Fisheries Joint Management Committee. Alan Twissel did a policies and procedures manual for the Wek'heezhii Land and Water Board, and can do the same for GMOBS, he just needs the go ahead to put a quote together. Kevin pointed out that we may not be in a position to get a quote, the Board can decide that. Todd suggested getting the quote and the Board can decide or not to proceed forward. Gordon asked for clarification, if you are asking for a proposal, as proposals are more comprehensive and consultant provides a lot of work. Erika asked Todd, with being a director, would you want to see a quote for policies to be drafted? Kerry added that it would be ballpark to reference from. Kerry pointed out that Bruce can be upfront about what is involved, so the consultant would know what it entail. Erika added that he just did one for Wek'heezhii, so it's recent and he would have a good idea of what to charge. There was support for Bruce to request a quote.

Todd asked if the intention is to have insurance in place prior to the Board meeting. Kevin assumed that it will be challenging, as the insurer needs names, addresses etc., but if you can get Director and officer liability insurance in the meantime then that may

be doable. Bruce said that options can be given to the Directors for them to decide on insurance. Further insurance, e.g. tenant insurance etc., would have to be sorted at a later date once an office location is known.

Erika requested input on how the secretariat presentation might look in terms of presenting on policies, job descriptions, etc. Bruce has received examples of policies from different resource boards and secretariat can subsequently print off a Table of Contents of the Wek'heezhii Land and Water Board policy manual, or list all of the policies. Kevin suggested putting the information in a USB and/or binder, providing a list of what's available. A meeting binder should be provided to the Directors, which would include relevant information but not all information necessarily printed.

Todd advised that insurance should be on the list, under Day 3 as part of 'Society Business'. Jeff asked if we are okay with the Directors travelling without travellers insurance. Erika asked if the Secretariat has the go ahead to finalize travel insurance. Kevin answered, if it's easy enough to do, then get travellers insurance. Todd asked who would pay for that. Erika answered that if the cheque comes in on Sept. 20, then the GMOB would pay, which will need to be discussed at the meeting at the end of Sept.

Jeff mentioned, if Todd is providing legwork, he should be paid to do so. Gordon pointed out that it may be a bit of an issue to pay retroactively. Jeff further stated that if he will be doing some paperwork, he can bill for a couple days work.

Bruce has made arrangements with realtor Shane Clark, to compile a list for office space options. Todd asked to go over the acronyms on the spreadsheet for office space; TI-tenant improvements (can put up walls, and in some cases can be deducted from rent with approval). Erika advised that if he is doing the walk through of office space, he can explain acronyms then. Kevin asked the Secretariat to have Shane compare spaces using the same criteria (e.g. total cost over a year). Bruce confirmed that Shane can make recommendations on office space and also stated that ordering cheques needs to wait until money is in the bank. Jeff mentioned that knowing price per square foot is helpful, and it would be ideal to narrow it down to 4 options to present to the Directors. Erika suggested having a handout to refer back to, with a column for comments during the tour. Kerry requested that parking status be included in the info packages. Todd suggested that what's left on the to-do list, we can present the action items to the Board for Oct 22nd, for their society business.

Kerry asked if the presentations will be distributed to the group prior to orientation. Erika confirmed, the committee can have a look at what's being discussed ahead of time. Kerry added that it would be nice to see if there's anything missing or something that should be added. Erika asked if 2 weeks is enough review time before the

orientation presentations. Jeff mentioned, for Day 1 item 7 on the agenda, he will be going through their presentations with his colleagues, and won't have something ready for review until the week of the orientation.

Kevin pointed out, if those presentations are to make it into the binder ahead of time, you need at least 2 or 3 days to get them together, and you can go to Kopykat to make copies. Erika said that if Letitia knows that now, she can prepare for that. Kevin further mentioned that the Secretariat needs to give people timelines as to when you need the presentations by. Erika said that the Secretariat can commit to having their draft presentation out for review by the 9th. Kevin does not see how necessary it is for Secretariat to have a PowerPoint if the information will be in the binder/USB, as you just need the essentials, and people should be getting those materials before the meeting. Erika pointed out that it's more so for guiding discussion. Kevin wants to avoid having something in the binder than what may be shown in a presentation.

Erika asked if another meeting would be necessary. Kevin agreed that he would like to meet one more time. Kerry mentioned that she would prefer not to see the presentation at the orientation for the first time, as people need to have opportunity for people to provide input. Todd suggested having the binder/USB to be done 4 days ahead of time. He's fine seeing the presentations the day before, but discussion gives Board members context on how we got to this point.

Kerry offered a deadline of Oct. 16, to have the Environmental Agreement Overview presentation in for review.

b. Public announcement of director appointment

Kevin has been receiving a lot of questions from the public and suggested a news release to announce the appointments and inaugural meeting. He pointed out, that from Alternative North's perspective, the key message they want to deliver is that there is a lot of public interest, and that the GMOBS is operational. Erika questioned whether the negotiating parties could announce that the Directors have been appointed and the public will hear from them soon. Kerry noted that they could issue this announcement. Jeff agrees that some sort of announcement could be issued however, from Canada's perspective, they cannot comment, but drafting something for the Oversight Body makes sense.

It was then decided that AANDC Communications draft up a media release that would be passed along to the Directors for them to issue. Information would include; GMOBS established on a certain date, orientation to be held on a certain date, Oversight Body has initiated a search for an office location, and staffing. Kevin advised that there should be a contact person listed on there. Jeff suggested that Jen can do a draft, saying that they have had their first meeting, signed the EA, forecast when they will get

an office, etc. is all that's needed. Kevin pointed out that the most important thing is that people will want to know who is on there, so include bios. Erika confirmed that Letitia can request and set up bios. Kevin suggested that Director bios also be included in the binder.

Erika further asked if it is OK to wait until Oct. 20 for the announcement considering all the questions AN has received in the recent past. Gordon advised that with elections going on, it will get lost if it comes out on the 19th. Kerry clarified that we are not saying anything on Oct 19, but to review an announcement before the 19th. The GMOB can decide when to put out a news release and it would likely follow the orientation session.

c. Details on Notice of Directors paperwork

Directors can pass resolutions now as they are appointed. An amended 'Notice of Directors' form would need to be submitted to finalize new Directors with the Registrar's Office. The Secretariat would initiate the paperwork for this.

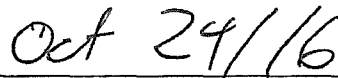
5. NEXT MEETING

Next meeting to be proposed to the Directors. A few of the Directors have said that they don't mind meeting. It was asked if the Implementation Committee would be participating in that meeting. Purpose of meeting is for financial preauthorization and to continue to talk about action items. Erika suggested that a group email can be used for correspondence and where questions can be answered. Kevin sees no point for a meeting, as Secretariat is capable; the Committee is not needed for financial preauthorization, as everything will be discussed via email. Erika mentioned that if minutes can be sent out, action items, due dates etc., we will then have more control. Kevin mentioned that if you see a need to meet, let committee members know and arrangements can be made.

Meeting adjourned



Todd Slack
Chair
Giant Mine Oversight Body Society



Date

Action item	Lead
Check to see if the YKDFN Chief is available for opening remarks	Todd
Check to see if Shane can provide tour for Directors on Day 3 at 11 am	Bruce
EA Measures presentation	Natalie to follow up with Adrian to see if Alan Elrich is available to present
Overview presentation on EA	Kerry, as Ken may not be available
Overview presentation of Giant Mine Remediation Project	Natalie or Erika to see if AANDC/GNWT team members are available
Tour guide for tour on site	Jeff, (Ben and Steve have been asked if they can provide tour)
Secretariat PowerPoint presentation	Letitia
Overview of financials	Jeff
Research presentation (to be combined with EA presentation)	Kerry, with input from Ken or Rohan, and Todd or Kevin
Venue and catering arrangements	Letitia
Private dinner arrangements	Letitia
Travel insurance for Directors	Bruce, (Letitia to get Director's DOBs)
Policy quote from Alan Twissel	Bruce
Informational package for Directors (USS/binder)	Letitia
Order cheques once money in the bank	Bruce
Review of presentations	due Oct. 9 for review by committee members
Public announcement draft	Natalie to see if Jen can draft an announcement
Request bios of Directors	Letitia
Financial spreadsheet, cost of travel, orientation etc.	Letitia
Check to see if Rohan is available to present with Kerry on the EA	Erika
Meeting binder for Directors	Letitia
Overview of Society Structure/Bylaws	Rohan
Amend 'Notice of Directors' form and send to Registries Office	Letitia