

## **Giant Mine Implementation Committee Meeting**

### **Meeting Minutes**

**Aug. 6, 10 a.m. - 12:30 p.m.**

### **Scotia Building**

#### **In attendance:**

Erika Nyyssonen, Environment and Natural Resources (GNWT)  
Kevin O'Reilly, Alternatives North (AN)  
Shin Shiga, North Slave Métis Alliance (NSMA)  
Bruce Hanna, ENR (GNWT)  
Johanne Black, Yellowknives Dene First Nation (YKDFN)  
Mark Palmer, Aboriginal Affairs and Northern Development Canada (Canada)  
Kerry Penney, City of Yellowknife (City)

#### **Via teleconference:**

Jeff Mackey, AANDC (Canada)

#### **REVIEW AND APPROVAL OF AGENDA**

Agenda approved by all.

#### **REVIEW OF MINUTES**

July 16<sup>th</sup> meeting minutes are finalized, and circulated to the Society members.

July 29<sup>th</sup> meeting minutes have been sent out for review. Note that dates for the public hearing for Dominion Diamond's Jay Pipe Ekati Mine expansion is scheduled for Sept. 14-16 in Yellowknife, Sept. 17 in Behchoko and Sept. 19 in Lutsel K'e.

Kevin, AN asked if there was any update on possible alternate funding options for the GMOB with the goal of minimizing financial headaches as much as possible. Jeff, Canada answered that they would likely proceed with 50% up front and monthly installments thereafter for the first year. A new funding recipient is seen as higher risk but the legally binding Environment Agreement helps balance it. Therefore, there could be more flexibility in future years (possibly more up front, reduced number of payments). Direct deposit was suggested but it is harder to set up and could take longer. Kevin continued to express concern with any arrangement that requires multiple transactions and the potential for delays in funding.

#### **APPOINTMENT OF DIRECTORS**

##### **Appointees and their resumes**

Johanne, YKDFN has confirmed that Kathy Racher has agreed to be a Director; Johanne will have Kathy's resume within 2 weeks.

Erika, GNWT has confirmed that Ken Hall has agreed to be a Director, and his resume has been made available for review.

Kerry, City has confirmed that Tony brown has agreed to be a Director, and his resume has been made available for review.

Shin, NSMA has confirmed that Dr. Stephen Cabos has agreed to be a Director and his resume has been made available for review.

Kevin, AN has confirmed that David Livingstone has confirmed that he is interested in serving as a Director and his resume has been made available for review.

Jeff, Canada mentioned that they are in the final stages with their appointment. The individual's name cannot be given as of yet, but said person is a former government executive, who has worked 30 years with the Department of National Defense on remediation of DEW line sites. Confirmation is hoped for next week. Potentially, the candidate will be confirmed next week.

It was further mentioned that Bill Slater will continue to be an Advisor. It was also mentioned by NSMA that Laurie Chan will be involved with the implementation of Measure 9 – Human Health Monitoring Program.

### **Timing**

YKDFN is still aiming for January for Kathy Racher's start date. It was asked, what exactly is the limiting factor for Kathy's start date. Johanne noted that her current project with the Giant Mine Project Team will need to be completed which is currently anticipated sometime between November and January.

Kerry, City mentioned that Tony Brown will be ready by Sept. 23 for the orientation. An appointment letter has been drafted. Kerry agreed to forward the drafted appointment letter to the other committee members for reference in their appointment letters.

Erika, GNWT stated that Ken Hall will also be ready for orientation.

Shin, NSMA is also aiming for Sept. 23.

Jeff, Canada is awaiting confirmation that appointment can go forward during an election.

Kevin, AN mentioned that they can make the appointment at any time, and will be appointing David Livingstone for the maximum term of 4 years.

City will also be appointing a Director for 4 year term.

Shin, NSMA mentioned that they will not be making an appointment for the maximum term of 4 years.

It was asked by AN, when permanent Directors are appointed, do they physically need to sign paperwork. It was answered by GNWT, that a notice of a change of directors form is normally filled out that only requires one signature (signing authority, either a Director or an Officer). Kerry, City mentioned it would be good to have banking info needing director's signature brought to the orientation.

Discussions regarding the interim director position for YKDFN were had. Erika asked if Johanne had put in further thought into the potential conflict of interest the position as interim director and acting director at YKDFN may cause. Johanne noted that there were a few other potential interim director suggestions that she would like to consider further. Jeff, Canada stated that once the independent board is in place, the temporary directors will no longer be representing the organization. Johanne mentioned that she will go back to the office and discuss with her supervisors. Kathy may come on board sooner.

Erika, GNWT suggested including the date the director position is effective in the appointment letters. Kevin recommended September 1, 2015 as the effective date, which was agreed to unanimously.

Kerry will be required to stay on as the Secretary until the orientation, at which point the permanent directors can appoint someone new. Jeff, Canada advised Kerry to take a look at what's required with respect to Corporate Registries and the changeover.

### **FUNDING AGREEMENT**

Kevin, AN asked if the interim directors are signing banking documents today, how quick is the turnaround for funding to be deposited. Jeff, Canada answered that the \$436,000 was sent to the region this week and a funding agreement may be in place as early as next week, with a cheque following two weeks later hopefully. Jeff will know more in the next week. The funding agreement will need to be signed by the Directors.

Jeff, Canada further stated that none of the Parties would be required to pay any costs associated with their Director expenses to attend Orientation sessions. The appointed Directors will be directed on what expenditures are billable and what will be reimbursed. Kevin, AN further clarified that meals rates follow travel jurisdiction rates, and the GMOB would not pay for tickets, as the traveller will be reimbursed. Honoraria should be considered income and is taxed at source, including NWT payroll tax for work performed in the NWT. The directors would be paid for travel time, and a typical work day is 7.5 hours, with no overtime for anything over 40 hours. Vacation pay is 4% of the honoraria, and it goes up based on years of service as laid out in the NWT *Labour Standards Act*. Honoraria rates were initially discussed as \$650 per day, based on

comparisons with other similar boards during the negotiation of the Environmental Agreement. The travel rates are based on the federal Treasury Board, as part of its travel directive that is updated twice a year.

Meeting of interim directors held to establish temporary travel and honorarium policy specifically for the purpose of the September 2015 orientation meeting:

- GMOB can receive claims from directors at \$650 per day, 7.5 hour workday, billed at an hourly rate.
- Claims including travel time, time spent on Oversight Body business.
- Air travel shall be economy fares (lowest available).
- Hotels, standard room or \$50/night for private accommodation.
- Checking a bag for flight.
- Incidentals. Any other expenses will be at the discretion of the Treasurer of the board.
- Any assistance can be coordinated by the Secretariat.

Motion to approve moved by Kevin, AN, seconded by Jeff, Canada and passed unanimously by the board. Bruce and Kerry agreed to prepare a written resolution to reflect these decisions.

#### **DISCUSSION OF DRAFT ORIENTATION AGENDA**

Draft orientation material provided by Jeff a few weeks ago, for review and input. Orientation will include a general overview of the Giant Mine Project, a visit to the mine site for a tour, presentations by the Parties and in camera session for GMOB to make decisions.

Kevin, AN also asked if one of the YKDFN Chiefs will be available for opening remarks. Johanne, YKDFN answered that she would need to confirm availability. She also mentioned that she will not be available until Sept. 23. Kevin, AN asked if the orientation should be moved to the 23-25th of September once dates are confirmed with all appointed Directors. Secretariat to secure a boardroom for the meeting. Kevin, AN volunteered to check the availability of IEMA's boardroom. Jeff, Canada advised that securing a room offsite for the orientation sends a message that the interim board is the guest and that the permanent Directors are in charge.

Discussions occurred with respect to travelling on weekends. Jeff, Canada mentioned that travel times should be flexible, and that their potential candidate resides in Ottawa, and s/he may move to Halifax. Kerry, City pointed out that the directors will be paid for their time anyway, so travel times shouldn't be an issue.

Kevin stated that it would be ideal to have one of the Chiefs present, and to have an overview of the Environmental Agreement (EA) for the new directors to help them get familiar with it. Jeff, Canada will ask Ken Landa to walk the group through the main

points of the EA. Kevin, AN added that following the introductions, the board can select a Chair for the meeting to move through the Agenda.

Bruce, GNWT asked if a meeting package will be sent out prior to the orientation. It was agreed as a group that the three items would be included in the package:

1. Report of Environmental Assessment by the Mackenzie Valley Environmental Impact Review Board;
2. Giant Mine Environmental Agreement; and the
3. By-laws for the Giant Mine Oversight Body Society.

### **Day One**

With respect to Day One, AN added that including a longer term timeline for the project would be helpful, which includes remediation phase, long term care phase, and for the Project to outline the roles and responsibilities of Canada, PWSC and the GNWT. It was also suggested that a possible presentation by Alan Ehrlich of the MVEIRB to provide background on the EA and the respective outcomes.

Erika, GNWT added that a review of the status of the environmental assessment measures may be also helpful.

Kevin, AN pointed out that the new directors have different levels of knowledge with regards to the remediation of Giant Mine. Erika, GNWT asked the parties how much they are preparing their appointed directors, and if assistance is needed with bringing them up to speed. Shin, NSMA mentioned that a package would be helpful for the orientation.

Jeff, Canada noted that he would like for Ken Landa, Legal Counsel to provide the presentation on the Environmental Agreement, which would be a clear high level review of the various sections of the Agreement. The focus of this presentation would clearly define the role and mandate of the Oversight Body and the responsibilities of the Directors.

### **Day Two**

Mark, Canada offered to reserve the 24 seated bus for the day of the Giant Mine tour.

Erika, GNWT asked if the tour will focus on particular components of the mine, with a focus on their remediation plan, or requirement for engagement input (e.g. pits, baker creek, tailings), or if it will be more of a general overview of the mine footprint and aspects. Kevin, AN stated that tour lead will need to take charge of the group, explaining site features and the issues while providing the tour. Jeff, Canada agreed that the tour needs to be treated more like an independent review panel, with focused informed discussions at various stops. The tour will be an all day event, and will need

to be focusing on key features of the site. Kevin mentioned that the smaller the group is the better. He further mentioned that the Parties can go out to site at any time, but having a person from the Parties out at the site to help with the tour could be useful.

Jeff, Canada mentioned that the surface tour has more flexibility. The underground tour is less flexible, and the tour can accommodate less people (6 people). Kevin, AN stated that the water treatment plant, the tailings pond, the head frame, and where the water is pumped out in Baker Creek should be focused on. Erika, GNWT suggested for Jeff and the Project team to put together a tour outline. Jeff advised that Ben, Steve and Craig can help provide the tour.

### **Day Three**

Jeff further mentioned that the orientation on Day 3 will be about Society business, as the board may not meet again until January 2016. The Secretariat would prepare and present on the status of 'GMOB business'. Discussions would be focused on hiring staff, and office space. The directors at this time would also be informed of their need to start considering the Research Program, and how they would engage in the current Surface Design Process.

Kevin, AN advised that the board needs to understand the mandate of the GMOB and eventually sign the Environmental Agreement. The appointment of the officers can be put at the bottom of the list, so they can become more familiar with the roles and responsibilities of the Society prior to having their name put forward. A preliminary discussion about budget work plan policies for the next year should take place, as it's one of their responsibilities. The roles and responsibilities of the Oversight Body can be added in the context of the EA presentation.

A social gathering for the new directors and all the parties on the first night and possibly a director's only dinner meeting (e.g. Bullocks) later in the week should be part of the agenda. Erika, GNWT mentioned that private rooms can be booked at the Explorer for smaller groups. For larger groups, the venue is more limiting.

### **FINALIZE BANK ACCOUNT INFORMATION – SIGNING**

Interim directors signed the banking paperwork brought in by Bruce, GNWT, as all interim directors have signing authority. It was suggested that the Secretariat order cheques for the incoming board. The mailing address will be blank, as the Society does not have an office space yet, but this allows the use of a rubber stamp when the location has been finalized.

### **SECRETARIAT TASKING IN ANTICIPATION OF INCOMING BOARD**

It was mentioned by Erika that Secretariat wanted formal direction to move forward with office space, job descriptions, policies etc.

Kevin, AN suggested putting documents in an electronic format, and keeping hard copies in a binder so that it is readily available. Kevin further mentioned that he would put together information on their agency, IEMA, for the Secretariat, and provide contact info for Philippe di Pizzo, SLEMA.

Jeff, Canada mentioned that he would put it in a package for the GMOB, as it will be easier to go through the fundamentals. The Secretariat can present the materials to the GMOB, on the 3<sup>rd</sup> day of orientation. Erika, GNWT mentioned that memory sticks and PowerPoint would be the choice of handing out materials. Kevin, AN advised that key information items prior to the director's arrival would be the EA, by-laws and the remediation plan. Jeff, Canada pointed out that you don't want to send too much material at this time. A revised agenda for the orientation session would be resent to the committee and final discussions on logistics would occur September 9<sup>th</sup>.

An agenda for the workshop and background will be provided. Kevin, AN suggested putting together a PowerPoint presentation for the overview of the GMRP. Jeff, Canada mentioned that they would send what's workable.

Erika, GNWT mentioned that office space should be secured for Oct. Kevin AN, agreed that it should be secured for Oct/Nov for staff, and asked if GNWT can offer interim Secretariat support staff. Erika, GNWT mentioned that Letitia will be able to provide support as Secretariat until the end of December. Jeff, Canada thanked Erika for the offer and commitment.

#### **UPDATE ON DIRECTOR INSURANCE**

Bruce said that he is in contact with Hub insurance brokers and the Co-operators and that Rohan had been a big help in providing the necessary information for the various application forms.

Kevin, AN mentioned that IEMA goes has a Directors and Officers Liability policy with ENCON, and that it may be easier to go have a similar policy for GMOB, though the insurance company will need to assess risk before it can provide a quote.

Jeff, Canada said that they can add bullets to Society business during the orientation; insurance, policy on travel etc. Once they secure an office the landlord will require tenant and liability insurance. Kevin, AN mentioned that he would send Secretariat information on the insurance coverage for IEMA.

#### **OTHER BUSINESS**

Kevin, AN asked if upcoming elections would affect the funding coming through. Jeff, Canada answered that the GMOB is considered standard operational business, and the GMOB can carry on until told otherwise. Until then, the directors will proceed forward.

Kevin, AN will be away from the office from Aug. 14 to Sept. 5<sup>th</sup>.

Kerry will be away from the office from Aug. 13 to Aug. 27<sup>th</sup>.

Johanne will be away from Sept. 1<sup>st</sup> to the 23<sup>rd</sup>.

Jeff will be away from Aug. 14 to 29.

Jeff said that it would be helpful to provide a note to the board, that Johanne, Kerry and Kevin are happy with moving forward with proceedings.

Kevin mentioned that AN would make the appointment by Sept. 1.

Erika, GNWT asked if the office space will be a term rental. Kevin, AN advised that options are usually a 3 to 5 year term, with the option to renew. He further suggested contacting realtor Shane Clark for available offices as one option for locating potential locations.

Kerry, City asked if there should be a teleconference before the orientation. Jeff said that he would send documents via email, and asked when the orientation agenda should be sent out to the directors. Kevin answered that the agenda can get sent out ASAP, and mentioned that a quick meeting can happen in early Sept. Kerry agreed on a teleconference, to go through the logistics for the three day orientation.

It was asked by Kevin, if the GMOB should have a media release for their first official meeting. Jeff, Canada answered that if the GMOB wants to, that's fine. But if it requires Federal approval, it won't be advertised. He further mentioned that once the appointments are made, they can announce it formally. Kevin stated that it's more for general public awareness and should come from GMOB itself rather than the Parties.

## **NEXT MEETINGS**

Teleconference on Sept. 9, to go over logistics of orientation.

Orientation to occur on Sept. 23, 24 and 25. Jeff, Canada will confirm that the money is flowing, as financials may potentially cancel the orientation.

The incoming directors will need to confirm availability, and GNWT and NSMA will need to confirm dates with their appointed directors.

## **ACTION ITEMS**

<b>Action Item</b>	<b>Due date</b>	<b>Lead</b>
1) Confirm orientation dates with incoming appointed directors	Aug. 14	Interim directors
2) Revisions to the orientation agenda	Aug. 14	Jeff
3) Prepare Package for Directors; Agenda,	Sept. 9	Secretariat

Environmental Agreement, By-laws, Report of the Environmental Assessment, list of measures in EA		
4) Prepare Agenda and items for further discussion for Sept 9 <sup>th</sup> Committee meeting	Sept. 9	Secretariat
5) Check IEMA boardroom availability for orientation	Aug. 14	Kevin
6) Minute book/binder of official business of GMOB	Aug. 14	Letitia
7) Update office space information, contact realtor Shane Clark	Aug. 14	Bruce
8) Look into tenant and liability insurance for directors	Aug. 14	Bruce
9) Venue options for orientation	Aug. 31	Secretariat
10) Finalize banking, order cheques	Aug. 14	Bruce
11) Examples of policies and job descriptions for staffing and board policies	Aug. 31	Secretariat
12) Interim Secretary to draft travel resolutions for the next meeting	Aug. 14	Kerry
13) Comments to July 29 <sup>th</sup> meeting minutes	Aug. 14	all
14) Preparation on larger package for Directors (inclusion of policies, job descriptions, Remediation Plan, schedules etc.) to be provided at Orientation Sessions	Aug. 31	Secretariat

**MEETING ADJOURNED**

