

GIANT MINE OVERSIGHT BODY SOCIETY (GMOB)
Minutes of the ANNUAL GENERAL MEETING
November 15, 2018, 2:00 P.M. (MT)
Quality Inn, Copper Room Yellowknife NT

IN ATTENDANCE:

Present	<u>Giant Mine Oversight Board</u> Kathy Racher – Chair Ken Froese – Director Ken Hall – Director David Livingstone – Director Ginger Stones – Director Ben Nind – Executive Director <u>North Slave Métis Alliance</u> Nicole Goodman <u>Yellowknives Dene First Nation</u> William Lines Jason Snags <u>City of Yellowknife</u> Kerry Penney <u>Government of Canada (INAC)</u> Natalie Plato Katherine Ross Matthew Spence <u>Government of the Northwest Territories</u> Erika Nyssonen Diep Duong
Regrets	<u>Giant Mine Oversight Board</u> Tony Brown – Director <u>Alternatives North</u> Todd Slack

Welcome, Introductions, and Confirmation of Chair

Kathy: We'll get started then with the Annual General Meeting of the Giant Mine Oversight Body Society. Just as a reminder, as the name implies, this is an annual meeting. The last time we met for this meeting was in November of 2017 and this meeting is required by the Societies Act once a year. We've just been using the same format for the last three years, and I think we'll carry on with that, although there is a section on the agenda to look at it and approve the agenda as well. Maybe I'll start off by welcoming everybody here. Like I said, we could've been a bit cozier I guess. We weren't sure who all was coming, so thank you for joining us in what we like to call The Cave. It's like the Bat Cave down here. We have two meetings this afternoon, this Annual General Meeting and then the Semi-Annual Meeting of the Parties directly after this one.

The first part of the meeting is to confirm the Chair. Maybe we should go around the room first. Should we go around first? I wasn't sure whether we had to confirm the Chair first or not, but let's go around and say who we are and what organization we're representing today.

David: Hi. I'm David Livingstone with GMOB.

Ken H: Afternoon. Ken Hall with GMOB.

Kerry: Kerry Penney, City of Yellowknife

William: William Lines, Yellowknives Dene.

Jason: Jason Snags, Yellowknives Dene.

Ken F: Ken Froese with GMOB.

Diep: Diep Duong with the Department of Environment and Natural Resources, GNWT.

Erika: Erika Nyyssonen, ENR on the Project.

Katherine R: Katherine Ross with CIRNAC on the Giant Mine Project.

Natalie: Natalie Plato, CIRNAC, Government of Canada.

Ginger: Ginger Stones, Giant Mine Oversight Board.

Nicole: Nicole Goodman, North Slave Métis Alliance.

Ben: Ben Nind, Executive Director, Giant Mine Oversight Board.

Approval of the Agenda and Approval of the 2017-2018 Meeting Minutes

Kathy: So the first aspect, because the meeting is an Annual General Meeting for the Society is just to confirm that I will be chairing this meeting, if there are any issues with that from anyone.

(Pause)

For the record, nobody jumped up and down, or looked shocked, confused, or angry. Okay so the agenda today, as I said, is pretty simple. We'll have to approve the minutes from last year. I think Ben sent that out a couple of weeks ago. Then we'll go through the GMOB 2017-2018 Activities Report. I also believe that Ben sent out a summary of our activities in the last year in advance of the meeting.

We'll have the Treasurer's Report, which are the audited financial statements for GMOB for 2017-2018. Our Treasurer, Tony Brown, was unable to make this meeting, so we'll have that statement read by Ben.

The seventh agenda item is confirmation of the Directors for the coming year, and then anything else that comes up during the meeting can be looked at under Additional Business. Then we'll talk about when our next meeting is going to be. Does anyone have any changes they would like to make to the agenda?

(Pause)

Okay, hearing nothing then I'll ask for a motion to approve the agenda.

Ginger: I move approval of the agenda.

Natalie: I'll second that.

Kathy: The other thing is since we're having the meeting transcribed, if you can say your name before you start speaking. For example, what I should've said was, "My name is Kathy." Okay great. So the next agenda item is the approval of the minutes for the AGM that we held on November 17, 2017. Those were sent out a couple of weeks ago. Does anyone have any issues with the minutes from the Annual General Meeting Last Year?

(Pause)

No? Okay. If there is nothing, then can I get a motion to approve the minutes from November 17, 2017?

Ginger: I move that we accept the minutes.

Kathy: And a seconder?

Kerry: I second that.

Review of the 2017-2018 Activities Report

Kathy: Thanks. I was just noting that there was one action item from last year, which was the addition of reconciliation as an agenda item for future semi-annual meetings. That was done in the semi-annual meeting we had in May, and it's on the agenda again this afternoon. So that action item is good to go.

Okay, the next agenda item is to give the members of the Society a highlight of our activities for the past year. As I said, a sort of a laundry list of things that we've done was sent out in advance by Ben. I'm going to go over a couple of highlights, but I'm not going to go over it in excruciating detail. Of course, we'll accept any questions after I just go through a couple of highlights.

This is that long document here for those of you who have it in front of you. In terms of the budget, I was just going to point out the last line on there. In 2017-2018, GMOB had a surplus of almost \$100,000.00, and I believe Ben said the Project Team has returned that to us already, so that will be put in our Research Fund. The accumulated surplus from previous years has already been given to us as part of the 2018-2019 grant.

In terms of the work plan, in the Activities... For example, in terms of the reviews that we've done, obviously the major efforts this year have been related to some of the socio-economic work and review of the labour studies and the socio-economic approaches. Work on the Measure 6: Considerations for Long-Term Funding for the Giant Mine: we've been actively involved in that. We've been very actively involved in reviewing the draft Closure and Reclamation Plan provided by the Project Team and other aspects of the water license application, which there were many. We participated in the September Technical Sessions and had provided comments on those. That's in addition to just the ongoing attendance at meetings for the Working Group, Health meetings, and meetings on the Quantitative Risk Assessment.

I think those are the main highlights of the reviews that we've done this year. I'm going to talk about the Research Program and give a little update on that in a moment. I will note that the first two days of this week, we spent a couple of days as a Board thinking about the past year and where we're headed in the future, and getting our thoughts together for what will be part of the Annual Report for 2018.

In terms of engagement and communication, as it says here, we've continued to have our storefront available with lots of visitors. You can ask Ben about that. He welcomes lots of people into the office on a continual basis.

In trying to continue to develop public engagement tools, we finished our 3D model of the whole area showing how the underground of the Con and Giant Mine relates to the surrounding area, which you would've seen at our last public meeting. Most recently, Ben commissioned a special structure box to be able to transport. It's a very sensitive piece of equipment, so now we have a specific box where we can transport it, and we've offered that to the Project Team for engagement activities if it's useful to move it to different meetings, like meetings in Dettah for example.

I don't think it's officially covered in here, but just to let you know that our Admin Assistant, Letitia has left GMOB. She has gone on to do a Master's degree at the University of Victoria, so she was gone as of August. We haven't replaced her full-time. We have someone in there a couple of hours a week to assist Ben, so we're in the process of coming up with another job description, and we'll be hiring soon.

I think our focus going forward now that the office is kind of set up and we've got systems in place for filing, running the office, and the finances, our focus for the next person we hire will be more of a technical focus, so someone who can support the Board members in the review of materials and all the technical materials. This will become especially important in the next couple of years as we go through the water licensing process. We hope to finalize the job description for that shortly and advertise for that position in the New Year.

In terms of the Research Program, there is an update on Page 3 of the Activities Report. We have had a few meetings. We are still working with this group called Terre-Net, which is an existing group that has leading experts from a number of Canadian universities in the fields of geochemistry, hydrogeology, mineralogy, biogeochemistry...My gosh, the list is so long, I'm not even going to read them all. They have a lot of experience in everything related to mining and remediation and chemistry.

We're trying to work with them to come up with a permanent solution for the arsenic trioxide dust that is stored underground as part of our mandate for GMOB. Most recently we had a meeting with them in October to decide on what will be the focus of the Research Program. So we're narrowing down on that and entering into an MOU with them for some of that work very shortly. We hope to get that done in the next month.

So that's some of the highlights of what we've done for the past year. Maybe I'll just ask if there are any questions on anything that we've been up to, to date.

Natalie: Thank you, Kathy. I'm just interested in terms of the information on the walk-in traffic and the questions asked. I think in a past session we had wondered if there would be more

detailed information on the numbers of people that come in and the types of questions that are being asked. Thank you.

Ben: We have a walk-in list. As soon as somebody comes in, we track the number of the person. We track where they are from, and we track what the purpose of their visit was and the questions they raised. So we do have a tracking table. That then is fed back into our annual report on things that we have heard. If there is anything outstanding, we either track it inside or we share that with the Board going forward, but we do have a tracking sheet for that.

Kathy: Were you looking to see that in the Activities Report just in terms of some basic numbers of people that come by?

Natalie: No, I was just looking for the numbers, if it's in the annual report.

Ben: Yeah, it'll be in the annual report as well as the issues that they had raised. If you need more detail, we can feed that to you.

Kathy: Maybe I'll just take a moment to let Matt introduce himself.

Matthew: Sure. Thank you very much, Kathy. It's Matthew Spence here. I'm the RDG for CIRNAC and ISC in the NWT: Crown Indigenous Relations and Northern Affairs Canada and Indigenous Services Canada. The two departments have split, and so I refer to three Ministers now.

(Laughter)

Kathy: I'm sorry to hear that Matt. I don't know what you've done to deserve that but good luck. Okay, I think at this stage, we also wanted to ask a general question. In our meeting in the first two days of this week, as I said, we were thinking about how we were doing and whether we're meeting our mandate and responsibilities. It was a facilitative meeting, so the facilitator was asking us. I think it was Tony who brought up the idea. He said, "I don't really trust anyone who grades their own paper." So we thought we'd just take a moment to ask folks here if you think that GMOB is meeting its mandate and responsibilities, and if not, what your expectations are and what we can be doing differently.

We can discuss this more in detail as we go around the room in the Semi-Annual Meeting after this meeting. I don't know if anyone has any particular comments or concerns. We're happy to hear them. We'd appreciate hearing them actually.

(Pause)

Matthew: Thank you. I'd say that certainly from my perspective in the last year, we've had a good working relationship with the Giant Mine Oversight Board. We've had some regular meetings, and I think they have been fruitful and productive. Certainly I'd appreciate the

advice and support that I've gotten from you and your Board members, so appreciate that. Thank you.

Kathy: Thanks, Matt. Is there anything else from anyone?

William: No. No concerns at all. In fact, I'd like to complement you guys on the work that you're doing. It really benefits YKDFN as a whole, because it's not just us raising these issues, so thank you for that.

Kathy: Okay, well we thought we'd do a quick check. Obviously you didn't have any burning issues or somebody would have jumped to the mic. We're also thinking – and you can tell us anytime as well and not formally at this meeting – but we're also thinking this year of having some kind of a 360 audit of ourselves as well to make sure we're on track. This will be our fourth year coming up, which I'm going to talk about a bit later during confirmation of Directors. But this is just to let you know we're thinking about that, and we will be seeking some more input from that going forward. Anything else from any of the Board members before moving on?

Review of the Treasurer's Report

Kathy: No? Okay. The next item on the agenda is the Treasurer's report. Again, the audited financial statements went out with the package of information that our Executive Director sent. Although it can be painful to go through, we're obligated as part of the Annual General Meeting, so Ben will take us through the fascinating financial statements.

Ben: Thank you, Kathy. All of you have received a copy of the financial statements that ended March 31, 2018. On the auditor's report, at the very bottom you'll see on Page 3 it states – "In our opinion, the financial statements present fairly in all material respects the financial position of Giant Mine the Oversight Body Society as of March 31st, 2018, the results of its operations, its cash flows for the year that ended in according with the Canadian Accountant Standards for nonprofit organizations."

This was signed off on July the 6th after which the Crowe MacKay, who are our auditors, met with the Board and went through the financial statements with the Board. What is of note here is that there are no notes. It's very odd for an audit not to have notes, but the audit was clean so that they did not attach any notes to it at all.

To go through, if you go back to the GMOB budget, the Giant Mine Oversight Board receives all of its funding as per...which will now be the CIRNAC grant. These monies up until this year were through a Contribution Agreement, and out of that Contribution Agreement, there was a reported surplus. That reported surplus for this past year was \$99,410.00. That has been returned in this year. As a result of that, the audit has come back clean, and the surplus has been returned, as per policy of the Giant Mine Oversight Board, to the Research Program. Any questions?

(Pause)

Thank you.

Kathy: Go ahead Natalie.

Natalie: With the return of that \$99,410.00, what is the pot being held for research? I just want to make sure I can read that. Is that the \$244,000.00 and change of what the reserve fund is? Thank you.

Ben: The pot for the research as divided right now is the \$244,000.00 with change, plus any surplus that would come from the year before. Yes. And if you want more detail on that, we can provide you...Probably next week, we'll be able to update you on what our total holdings are in the research fund right now. It's over \$400,000.00 at this period of time.

Natalie: Thank you.

Kathy: Okay, any other questions about the financial statements?

William: I know Todd had a lot of questions on it in his note that he sent. I'm just curious where that will be addressed.

Ben: For our audited statement? I didn't see those notes at all.

William: No?

Ben: No.

William: I could be mistaken, but I'm pretty sure it was near the end...I'll double check at the break.

Ben: Okay, I'll check with Todd. The way it will be addressed with all the Parties. All the Parties will be informed of any questions that another Party has.

Kathy: Okay. Well then we'll just carry on. I also didn't see a note from Todd, so yeah let's definitely check on that, William.

Confirmation of Directors:

Kathy: The next part of the agenda is the Confirmation of Directors. So this is the part that David has to sit down again for. So this is the part where each Director is asked to confirm that they are committed to the next year of their term with the Giant Mine Oversight Board.

I can start that I confirm that I am committed to being part of the Giant Mine Oversight Board for the next year.

David: I'm not sure about the word commitment, but yes I will continue as a Director. I perhaps should be committed, but there you go.

Ken H: I confirm I'll stay on for another year, gladly.

Ken F: I also confirm that I'll stay on as a Director for the next year.

Ginger: Yes, I confirm that I'll stay for the next year. Thank you.

Kathy: Tony, who was unable to be here, has also confirmed that he would be on for the next year. Part of this, we thought we'd just bring up as a reminder that for five of the six Directors, our terms will be up a year from now, from this month. I think Ken was brought in part way through, so his term will go longer. I'll point out that this will be during the water licensing process potentially, so we just thought we'd suggest that the parties get together at some point and think about what your strategy will be for the appointments for the next four-year term.

You might want to think about how you could even stagger appointments so that you don't have a situation where everybody leaves all at the same time. It might be something you want to think about going forward, and also how to handle the potential uncertainties around appointments during the water licensing process. Obviously those decisions aren't up to us Board members. We just thought we'd point that out. Any questions with that?

Erika: Could you just remind us a bit of the process? Your terms are up, but does that mean there is allowance for renewal if you did want to? Ben, you're nodding. Go ahead.

Ben: The appointment process, if you would like a Board member to continue, is just a matter of contacting that Board member and asking, "Would you continue on our nomination to sit on the Board?" If not, it would be also contacting the Board member to say, "Thank you very much. We'd like to replace you with somebody else," and then letting Administration and the Interim Chair, who I'm sure would be Kathy, know there will be a change coming. More than probably, as much notification ahead of that time within the year would be appreciated on that.

Kerry: Pursuant to the Agreement, the Parties get to appoint their member to the Board, and the Parties do commit at that time that we would discuss appointments so we would have a breadth of skills and knowledge in the Giant Mine Oversight Body. So I agree the Parties should get together and meet to discuss possible reappointments or new appointments.

When we negotiated the Agreement initially, the concern was if we didn't have those discussions, we would have all engineers, all doctors, and that was not any of the Parties' intention at the time. There was quite a bit of discussion about how we would continue to work together to ensure that the appointments had the required skills. So I agree that we definitely need to meet to discuss how we see this go forward.

Kathy: And I think if you want us to weigh in at all on what skillsets we found useful, I think that's also part of the...I don't know if that's in the Agreement or in the Society's thing about if you're replacing one Board member to say, "These are the skillsets that we are missing," or whatever, then we're happy to do that at any time. Just let us know what information you need from us. Go ahead.

Ben: And if you'd like us to coordinate that meeting amongst all the Parties without the Board members, just let me know. I won't be in the room, but I can help coordinate that for you.

Additional Issues and Next Meeting:

Kathy: So the next agenda item is any additional business. Is there anything people want to talk about as part of the Annual General Meeting, knowing that we have the Semi-Annual Meeting with the Parties right after this to talk about issues in general? Anything for additional business right now related to the Society?

(Pause)

No? Okay. Then the last agenda item is about the next meeting. I guess the next meeting would be about a year from now, so I assume we'll just do it again in November. I think this year we were striving to not have it during the week of Geoscience, so we'll endeavour to do that again next year. So it's probably about the same week of November next year for the Annual General Meeting.

I'm seeing nods around the table for the record. Please let us know if there are any other particular constraints that you have that you already know about for next November.

Erika: Just a quick question: Do you advertise the AGM publically, and has anyone ever wanted to attend? Is it open to the public, your AGMs?

Ben: No. We don't advertise the AGM because it's with the Parties to the Agreement, from my understanding.

Kathy: Go ahead, Ginger.

Ginger: About the meeting next year, would there be any impediment to having our meeting during the election?

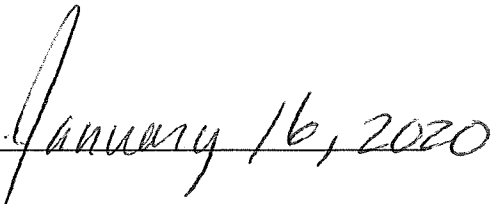
- Kathy: Yeah I don't know. I don't know if government would have any constraints on that, because that will be a Federal and a GNWT election month.
- Matthew: I don't think so, because it's just regular business so it's not politicized. I don't see a problem, but we can confirm that if you like.
- Diep: We can confirm that as well. I'm wondering...In other societies that I've been a part of, I think Annual General Meetings are supposed to be public, no?
- David: That's my understanding. I was just trying to Google the Societies Act. Based on my experience with Deline at least and the Society, they advertise 30 days in advance as a public meeting. So yeah, we need to fix that.
- Kathy: Yeah, I don't think we've thought of this before. It hasn't come up actually before, so we will check into that and get back to everybody on that.
- Ken H: Just recognizing that we have an obligation to the Agreement to have an Annual Public Meeting, I think that's in there probably expressly for that purpose, because these AGMs are essentially for business purposes. Other societies may not have that obligation to have an AGM like we do in the Agreement.
- Natalie: I can read from the bylaw if you like. I've got it in front of me. It's Section 35: Annual General Meeting:
- "The Society shall hold an Annual General Meeting of its members every year, which a meeting must be held at least 31 days and no more than 180 days after the Society's fiscal year end. The AGM of the members may be held at the Offices of the Society or at such place within the Yellowknife area on such a day in each year, and at such time as the Board may determine. At Annual General Meetings, the Board shall present a report by the Directors on the affairs of the Society from the previous year, a financial statement of the Society, the Auditor's report, and any other such information reports related to the Society's affairs as the Directors may determine."
- So there doesn't seem to be a call for it to be public.
- Kathy: Thank you for bringing that up though, because obviously we did have different experiences of that. Thank you for reading that out for us, Natalie. Then if there is no additional business, I'm going to ask for a motion to adjourn the meeting.
- Ken F: I'll motion to adjourn.
- Erika: I'll second.

Kathy: Okay, then we'll call this meeting adjourned. Let's just take a few minutes to get another cup of tea, sit down and readjust our papers, and start our second meeting.

MEETING ADJOURNED



Dr. Kathleen Racher
Chair, Giant Mine Oversight Board



Date

Motions: GMOB 2018 ANNUAL GENERAL MEETING NOVEMBER 15, 2018

Motion: Moved: Ginger Stones moved to approve the agenda.

Seconded: Natalie Plato

Motion carried.

Motion: Moved: Ginger Stones moved to approve the minutes from November 17, 2017.

Seconded: Kerry Penney

Motion carried.

Motion: Moved: Ken Froese moved to adjourn the meeting.

Seconded: Erika Nyssonen

Motion carried.

Action Items: GMOB 2018 ANNUAL GENERAL MEETING NOVEMBER 15, 2018

1. **Action Item:** GMOB to address written questions from Alternatives North about the GMOB 2017-2018 Audited Financial Statement and the GMOB 2017-2018 Activities Report and distribute them to the Parties.
2. **Action Item:** GMOB to arrange a meeting with the Parties within the year to address GMOB nominations for the next term.
3. **Action Item –** Matthew Spence to check on the whether the upcoming Federal upcoming election will have an effect upon the scheduling of the next GMOB AGM.