



First Peoples Development Inc.

Sub-Agreement Holders Special Meeting November 23 & 24, 2017

Canad Inns Windsor Park
1034 Elizabeth Road
Winnipeg, Manitoba
Ambassador Room A

November 24, 2017

Day Two Attendance

1. Brokenhead Ojibway Nation – Aliasha Desjarlais
2. Birdtail Sioux First Nation – Kristin Eastman
3. Ebb & Flow First Nation – Jade Maud
4. Fisher River Cree Nation – Stephanie Cochrane
5. Fisher River Cree Nation – Jennine Thaddeus
6. Gambler First Nation – Darlene Tanner
7. Gambler First Nation – Councillor Nathan Tanner
8. Keeseekoowenin Ojibway Nation – Tina Blackbird
9. Keeseekoowenin Ojibway Nation – Robyn Bone
10. Lake St. Martin First Nation – Kate Traverse
11. Little Saskatchewan First Nation – Darrell Shorting
12. Little Saskatchewan First Nation – Avery Letandre
13. Long Plain First Nation – Lorraine Daniels
14. Long Plain First Nation – Shanlee Hammond
15. Nisichawayasihk Cree Nation – Leonard Linklater
16. O Pison Na Piwin Cree Nation – Nora Spence
17. Pinaymootang First Nation – Ethel Anderson
18. Pine Creek First Nation – Councillor Cindy McKay
19. Pine Creek First Nation – Chief Karen Batson
20. Peguis First Nation – Pam Favel
21. Peguis First Nation – Alana Cochrane
22. Rolling River First Nation – Tracey West
23. Roseau River Anishinabe First Nation – Marcell Sennie
24. Roseau River Anishinabe First Nation – Mary Sparks
25. Sagkeeng First Nation – Chief Derek Henderson
26. Sagkeeng First Nation – Wendy Chevretils
27. Sioux Valley Dakota Nation – Diana Roulette

- 28. Skownan First Nation – Sheryl Nepinak
- 29. Southeast Resource Development Council (SERDC) – Carol Johnston
- 30. Southeast Resource Development Council (SERDC) – Chasity Levasseur
- 31. Southeast Resource Development Council (SERDC) – Patricia Dicks
- 32. Swan Lake First Nation – Joanne McKinney
- 33. Tootinaowaziibeeng Treaty Reserve – Meagen Lynxleg
- 34. Tootinaowaziibeeng Treaty Reserve – Steven Catagas
- 35. Waywayseecappo First Nation – Natalie Cloud

FPDI Staff Attendance

- 36. Joan Harris-Warren, Executive Director
- 37. Alexis Nelson, Executive Assistant
- 38. Barb Moran, Project Coordinator
- 39. Jeanine Michell, Administrative Assistant

Other Guest Attendance

- 40. Sandra Jackson, Facilitator
- 41. Adam Herstein, Pitblado Law
- 42. Barb Nepinak, Elder
- 43. Clarence Nepinak, Elder

Day Two – November 24, 2017

1. Opening Remarks/Recap of Day 1

The Facilitator reviewed the Day Two agenda of the Sub-Agreement Holders Meeting. The Facilitator also provided a brief overview of the presentations from Day One. The meeting packages and presentations will be available on the FPDI website for SAHs who missed the meeting.

2. Last Sub-Agreement Holders Meeting Video – March 2017

A video was showed to the guests in attendance of the Ice Breaker game from the last SAH meeting in March 15-16, 2017 at the Sandman Hotel in Winnipeg. The video ended with a small tribute to the late Darrell Phillips who facilitated the last SAH meeting. He has been a valued partner of FPDI and he will be missed dearly.

Health Break

3. By Law No.1 Revisions Review

The By-Law No.1 document was reviewed by the registered voters in attendance. The Facilitator went through the document and described the changes and informed the guests that Adam Herstein from Pitblado Law was present to answer any questions that may arise during the review.

- a) Question by Chasity Levasseur, Southeast Resource Development Council: *“Did the FPDl Board of Directors do these amendments? Can we be informed of those names?”*

Board of Director Names read out by Joan Harris-Warren, FPDl: *“Those names are also on the FPDl website. The amendments were based on [Board approved] suggestions from FPDl’s Legal Counsel, Pitblado Law.”*

- b) Question asked by Carol Johnston, SERDC: *“Does the new definition for “Member” change anything to the Agreement for SAHs in regards to programs?”*

Answered by Joan Harris-Warren, FPDl: *“There is no impact on programs with this new definition, it was added to clarify that a Sub-Agreement Holder can have Sub-Sub-Agreements, for example, SERDC has 6 Sub-Sub-Agreements but they are only entitled to one vote, as they are only one Member with one Agreement with the Corporation.”*

Suggestion from Carol Johnston, SERDC to add Agenda Item for Questions and Concerns.

Joan Harris-Warren informed Carol Johnston that any Member is welcome to add or request Agenda Items prior to or at these meetings, they just have to contact FPDl.

- c) Suggestion asked by Chief Karen Batson, Pine Creek First Nation: *“In the definition for “Sub-Agreement Holder” it says it shall mean an agreement entered into between a PERSON and the Corporation. In this case, a person would be the First Nation.”* Chief Batson suggested that a definition for “person” be added to the By-Law to clarify this.

Answered by Adam Herstein, Pitblado Law: *“In corporate law, a person can be an individual and a company, it doesn’t have to be an actual physical person but the “Member” definition describes that a SAH is a First Nation organization that signed a Sub-Agreement.”*

PAGE 3 ADDITION: Definition

“person” includes an individual, partnership, association, First Nation, body corporate, trustee, executor, administrator or legal representative.

- d) Suggestion asked by Chief Derek Henderson, Sagkeeng First Nation: *“In regards to Section 19: ‘Proxies for Members’ Meetings, where BCR’s are requested to be used to appoint delegates and alternates. Chief Henderson noted that BCR’s are very legal and sensitive documents to be sending all the time, maybe there should be something added that Members can have a letter signed by Chief to appoint a proxy.”*

Comment by Adam Herstein, Pitblado Law: *“A definition for proxy can be added, or just include in this section that they can also send a proxy letter.”*

PAGE 5 ADDITION: Section 19 Proxies

“[...] in sections 3 to 5 above, or by proxy letter signed by the Chief of the Member in question, or in the case of a Member, which is not a First Nation, the President of that Member.”

- e) Suggestion by Chief Derek Henderson, Sagkeeng First Nation: *“In the amendments under section 24, it states that Directors can participate in Meetings of Directors via conference call or electronically, this should be added to the removal section (section 29) to clarify.”*

PAGE 7 ADDITION: Section 29 Removal

“For greater certainty, Directors may participate in these meetings of Directors via conference call or electronically.”

- f) Question asked by Councillor Cindy McKay, Pine Creek First Nation: *“In section 21, under qualifications, it states that a person may serve as a Director, provided always that they are “of sound mind and has not been found otherwise by a court in Canada or elsewhere”. It seems like a vague definition, who determines what sound mind is? What does it mean?”*

Answered by Adam Herstein, Pitblado Law: *“The term “of sound mind” means mentally and legally competent. The second part of that section is most important, the Member has not been found otherwise by a court in Canada or elsewhere.”* Adam explained it is a common statement within corporate by-laws.

After much discussion, the following section was revised:

PAGE 6 REMOVAL/ ADDITION: Section 21 Qualifications (d)

Removed “of sound mind”

Revised to: “have not been found to be legally incompetent as determined by a court in Canada or elsewhere.”

- g) Question asked by Chief Derek Henderson, Sagkeeng First Nation: *“Under section 51, it states that there are one or more bank accounts kept in the name of the Corporation, what type of accounts does FPD I have?”*

Answered by Joan Harris-Warren, FPD I: *“FPD I has three accounts through the same bank, there is an Operating account, for FPD I and SAH costs and then there is two accounts used for Co-Managed SAH's and Special Projects.”*

- h) Question asked by Marcell Sennie, Roseau River Anishinabe First Nation and Darrell Shorting, Little Saskatchewan First Nation: *“Under the section 21 for*

qualifications, should it be added that these individuals cannot have a criminal record to be a Member?”

Comment by Chief Karen Batson, Pine Creek First Nation: *“That would depend on what type of criminal records. There are youth and adult records, did we want to put that restraint on Members who may have youth charges that were never dealt with?”*

Answered by Adam Herstein, Pitblado Law: *“It is not needed as a qualification in this By-Law, those provisions might not allow individuals to be Directors, although it is up to the Members to decide this, they most likely do these checks at the SAH community level.”*

4. By-Law No.1 Approval by Members

18 Registered voters (17 plus 1 for quorum)
Vote by Card (show of hands)

Facilitator informed the guests that there will be three votes, they were asked to raise their voting cards if they ACCEPT, DECLINE or ABSTAIN the recent revisions to the FPDJ By-Law No.1.

VOTE #1 – The Facilitator asked the registered voters in attendance to raise their cards if they ACCEPT the Restated and Amended FPDJ By-Law No.1 approved by the FPDJ Board of Directors September 2017.

16 out of 18 cards raised.

VOTE #2 – The Facilitator asked the registered voters to raise their cards if they DECLINE the Restated and Amended FPDJ By-Law No.1 approved by the FPDJ Board of Directors September 2017.

1 out of 18 cards raised.

VOTE #3 – The Facilitator asked the registered voters to raise their cards if they ABSTAIN from the Restated and Amended FPDJ By-Law No.1 approved by the FPDJ Board of Directors September 2017.

1 out of 18 cards raised.

VOTE #1 – ACCEPT	VOTE #2 – DECLINE	VOTE #3 – ABSTAIN
16/ 18 Votes	1/ 18 Votes	1/ 18 Votes

The FPDJ Restated & Amended By-Law No.1 approved by 16/18 registered voters.

5. Closing Prayer – Clarence Nepinak

Meeting Adjourned 12:00 noon.