



March 29, 2021

Via E-Mail

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Attention: Sarah Chamberlain

Dear Ms. Chamberlain:

Re: Confidential – Conduct Report – President Clara Morin Dal Col

I write on behalf of my client, the Métis Nation of British Columbia (the “**MNBC**”), to request that you conduct an investigation into the conduct of suspended President Clara Morin Dal Col, and prepare a written conduct report based on that investigation for the review of the MNBC’s Executive Committee.

Background

The MNBC is the government of the Métis, a distinct aboriginal peoples, in British Columbia.

President Dal Col became the MNBC’s Women’s Representative in 2009.

The President was elected as a director of the MNBC in 2012, and elected, and later re-elected, as President in 2016 and 2020 respectively.

On January 18, 2021, President Dal Col was temporarily suspended from her functions. That decision is currently the subject of litigation before the Supreme Court of British Columbia.

Key MNBC Documents

I note the following key documents which have been provided to you separately:

1. The constitution;
2. The Board Manual;
3. The Policy Manual;
4. The Human Resources Manual and Employee Handbook;

5. President Dal Col's Oath of Office; and
6. President Dal Col's Confidentiality Agreement.

I also note the following affidavits which have been provided to you separately for background purposes – affidavit #1 of Minister Louis De Jaeger, Affidavit #1 of Minister Patrick Harriott, affidavit #1 of Vice-President Lissa Smith, affidavit #1 of Chief Executive Officer Daniel Fontaine and affidavit #1 of President Dal Col, all filed in the British Columbia Supreme Court action described below.

Issues for Consideration

I ask that you conduct an investigation using any means you deem appropriate, and prepare a written report with a conclusion as to whether President Dal breached any laws (MNBC prescribed or Canadian/British Columbian), and breached her fiduciary duty "to the Members or to the Métis citizens" (see section 23.8 of the constitution).

I note specifically that the Board Manual sets out the "expected standard of care" of directors, the minimum standards of which are informed by the "General Guidelines" for employees in the Human Resources Manual.

The allegations that my client requests that you to look into are as follows:

1. Creating a Culture of, Tolerating, and Participating In, Work Place Harassment and Bullying

Since 2016, there have been several WorkSafe BC complaints as well as a human right complaint which concern President Dal Col. You are being asked to investigate President Dal Col's conduct with respect to each of the underlying complaints, as well as her conduct generally in creating a culture of and tolerating work place harassment and bullying.

It has been alleged that President Dal Col has repeatedly pressured Mr. Fontaine to fire certain MNBC staff.

Finally, there is a concern that President Dal Col has continued to involve Dale Drown, the former CEO of the MNBC, in MNBC business despite the fact that the President has publicly stated that Mr. Drown is no longer employed by, nor does he have a contract with, the MNBC. A harassment complaint exists against Mr. Drown. The relationship between Mr. Drown, President Dal Col and the MNBC is unclear to my client and requires investigation.

2. Failure to Follow Board Motions and Directives

It is alleged that the President has consistently failed to follow board motions made by the current board (elected in 2020) and by the previous MNBC board (elected in 2016).

Those motions include:

- A March 2020 board motion regarding the MNBC board dealing with certain issues pertaining to its membership in the Métis National Council (MNC). It appears that the President has continued to deal with the MNC issues to the exclusion of the MNBC board;
- An April 2020 motion pertaining to all communications provided to MNBC citizens being provided to the MNBC board in advance.

Since the time of the adoption of that motion, communications have been delivered directly to citizens without those communications being provided to the board, or those communications only being provided to the board shortly before publication without a meaningful opportunity by any board members to review and comment;

- An October 16, 2020 motion regarding obtaining a survey from an outside consultant for the five (5) provincial Métis governments;
- A November 23, 2020 motion regarding the extension of certain COVID-19 related grants from the Métis Financial Corporation of BC;
- A December 14, 2020 motion regarding the President calling for a meeting of the MNC and ending the Métis Nation of Ontario's suspension from the MNC;
- A January 11, 2021 motion regarding removing the President from various portfolios and duties; and
- A January 18, 2021 motion suspending the President, since which time she has continued to carry out some of her functions President.

Additionally, as noted at #3 below, the board has requested on a number of occasions that it be provided with information that the President has not provided. The President is alleged to have explicitly instructed MNBC staff not to provide the board with that information.

3. Withholding Information from the Board of Directors

There is a concern in relation to a pattern of conduct whereby the President is withholding, or causing to be withheld, material information from the board of directors as noted above.

4. Breaches of Confidentiality and Privacy

The President published two open letters to the MNBC citizens on January 11, 2021 and on January 18, 2021 respecting the MNBC and its board of directors.

Specific allegations with respect to these letters include:

- The January 11, 2021 letter discussed board matters prior to any motion being passed, and suggests that the President was coordinating at the time with other elected officials outside the MNBC (particularly at the Manitoba Métis Federation (MMF) and the MNC.
- On January 11, 2021, that President Dal Col made certain posts on Facebook of unapproved board minutes.
- On January 18, 2021, there is a concern that President Dal Col shared details relating to an ongoing in-camera board meeting with an unknown number of individuals, including Don Courson, during the course of that board meeting.
- Moreover, there is a concern that President Dal Col inappropriately obtained information from, including a copy of Vice-President Lissa Smith's personal citizenship application file, from the MNBC Registry. There is also a concern that President Dal Col pressured staff on multiple occasions to obtain confidential citizenship information in breach of MNBC laws and legislation regarding the confidentiality of information. There is an internal MNBC process for contesting citizenship decisions.

5. Preferring the Interests of the MNC and MMF Over the Interests of the MNBC

There is a concern that President Dal Col has engaged in a course of conduct whereby the interests of the MNC and the MMF are being preferred over those of the MNBC.

6. Use of MNBC Resources for Her Own Political Purposes

A concern exists as to whether President Dal Col has used MNBC resources, including staff, for inappropriate political purposes.

This includes using staff to disseminate personal political communications including the January 11th and January 18th letters she sent to MNBC citizens.

7. Personal Expenses and Conflict of Interest

A condo was rented for President Dal Col in Langley, B.C., and all the associated expenses are understood to have been paid by MNBC. It is unclear whether President Dal Col obtained the proper approval from the MNBC for these expenses, or whether these expenses have properly been classified as a taxable benefit to President Dal Col.

The previous board did not know about this condo and related expenses for over a year. When the previous board asked to see the expenses around the condo, President Dal Col voted against the motion that those expenses be disclosed, which may be a conflict of interest.

Moreover, there is a concern with respect to claims by President Dal Col in relation to her travel expenses since 2019. Specifically, the concern is: (1) whether all those claims being made by her to the MNBC are proper and appropriate (and whether some of those claims are reimbursable by MNC), and (2) whether the President is being reimbursed for those claims by both the MNC and the MNBC.

Additionally, there is a concern that President Dal Col may have contravened the MNBC's *Election Act* by failing to resign her Presidency during the most recent election.

Finally, there is a concern that a 50-inch TV belonging to the MNBC was improperly removed by the President when she vacated the Langley condo.

8. Disregard for MNBC Laws and Processes

There is a concern that President Dal Col's actions, including her letters of January 11th and January 15th and the lawsuit she brought in Supreme Court, have sought to undermine the MNBC's government.

Particularly, those letters can be read as constituting a direct attack on the MNBC's board. Moreover, it is noted that President Dal Col brought the lawsuit referenced above

instead of appealing the January 18th Motion to the MNBC's Senate in accordance with MNBC laws and processes.

Moreover, President Dal Col has suggested publicly circumventing decisions of the board and calling for referendums, and has publicly sought to undermine the integrity of the MNBC's citizenship registry and the status as Métis of other board members. The integrity of the MNBC's registry is a cornerstone of the MNBC's existence.

It is alleged that post-suspension, President Dal Col has continued to involve herself in MNBC matters.

9. Authorizing Significant Expenditures Without Board Knowledge

There is a concern that President Dal Col incurred significant expenses on behalf of the MNBC, which expenses required board approval which was not obtained (ex. a WCB appeal with respect to Mr. Drown).

Your Investigation and the Conduct Report

Given the sensitive nature of the issues that are the subject of the investigation, I ask that you be as discrete as reasonably possible, using whatever means you deem necessary to properly investigate these matters, and sharing information only on a "need to know" basis and only to the extent necessary to ensure a fair investigation.

I confirm that the MNBC will cooperate to the full extent possible with you, and board members and staff, will make themselves available for interviews or to produce documents as requested. To be clear, it is also my client's expectation that as part of your investigation you will be speaking to President Dal Col or her counsel.

I ask that you complete your investigation, and the written report, in a timely manner (understanding of course that contingencies may arise). Your written report is to include a summary of the allegations, the evidence considered, any assessment of credibility that is required to render a determination, the findings of fact, and a determination of whether there has been a breach of the law or fiduciary duty. A copy of the report is to be provided only to the undersigned, Layne Hellrung, counsel for MNBC.

Yours truly,

Cassels Brock & Blackwell LLP

A handwritten signature in blue ink, appearing to read 'Layne Hellrung', with a stylized, flowing script.

Layne Hellrung
Associate

LH/cb

LEGAL*52728110.1

Credit Card Charges

1. January 3, 2019 - \$212.78 at Bed Bath and Beyond;
2. January 3, 2019 - \$100.79 at Canadian Tire
3. January 12, 2019 - \$77.72 at Ricky's All Day Grill;
4. January 31, 2019 - \$271.25 to Air Canada Paris (foreign currency exchange charged)
5. January 31, 2019 - \$69.75 to Grand Hotel St. Paris (foreign currency exchange charged)
6. January 31, 2019 - \$190.00 to YVR Parking
7. February 2, 2019 - \$14.25 to YVR Parking
8. February 18, 2019 - \$530.88 to Paypal/Canadaleat
9. June 17, 2019 \$1,359.45 to rvezy.com (RV rental website)
10. July 14, 2019 - \$1000.00 to Rvezy.com Ottawa (RV Rental website);
11. November 30, 2020 - \$8.95 for an Amazon Prime membership
12. December 31, 2020 - \$8.95 for an Amazon Prime membership

Per Diems/ Expenses

1. January 7-11, 15-16, 21-22, 2019 – charged \$628.65 for per diems/expenses related to office meetings.
2. February 6-8 ,11, 19, 22, 27-28, 2019 – charged \$558.80 for per diems/expenses related to office meetings.
3. March 1, 7-8, 11-12, 15, 18-19, 2019 – charged \$558.50 for per diems/expenses related to office meetings.
4. March 19-24, 2019 – charged \$367.10 for per diems/expenses related to the MNGA meeting.
5. April 28-30, 2019 – charged \$37.15 for per diems/expenses related to a Board of Directors meeting in Vancouver.
6. May 10-12, 2019 – charged \$194.95 for per diems/expenses related to a Board of Directors meeting in Langley.
7. November 22-24, 2019 – charged \$146.75 for per diems for a BOD meeting in Vancouver.
8. November 3, and 25-30, 2019 – charged 311.20 for expenses/per diems related to office meetings in Vancouver.
9. December 12-14, 2019 – charged \$135.70 for expenses related to office meetings in Vancouver.
10. Per diems of \$126.65 requested and paid for attendance at a January 21 – 23, 2020 Governance Committee Meeting which took place in Vancouver.
11. May 20, 21 and 28-29, 2020 – charged \$321.30 for per diems/expenses for office meetings.
12. June 1-4, 10-11, 17-19, 23-25, 2020 charged \$484.00 for per diems/expenses for office meetings.
13. September 21-15, 28-30, 2020 charged \$436.20 for per diems/expenses for office meetings.
14. October 1, 2, 5-6, 18, 20, 27, 28-30, 2020 charged \$581.60 for per diems/expenses for office meetings.
15. November 2-6 23-25, 30, 2020 charged \$539.50 for per diems/expenses for office meetings.
16. December 1-4, 10, 14-15, 2020 charged \$436.20 for per diems/expenses for office meetings.

Travel Charges:

- Travel to Ottawa in February 2019 (VISA charges):

- a) FEB 04 HILTON VANCOUVER AIRPO RICHMOND BC \$242.43
- b) FEB 05 BLUE LINE 1539 TAXITAB OTTAWA ON \$32.00
- c) FEB 05 AIR CANADA \$240.15
- d) FEB 05 YVR PARKING RICHMOND BC \$68.00
- Travel to Ottawa in February 2019 (VISA charges):
 - a) Feb 25 AIR CAN* \$689.85
 - b) FEB 25 BLUE LINE 1351 TAXITAB OTTAWA ON \$33.41
 - c) FEB 26 YVR PARKING RICHMOND BC \$102.00
 - d) MAR 05 AIR CAN* \$392.70
 - e) MAR 06 BLUE LINE 1448 TAXITAB OTTAWA ON \$38.70
- Travel in May 2019 (VISA charges):
 - a) MAY 08 SQ *ALRXANDERIA UNI ANNANDALE VA Foreign Currency-USD 16.94 Exchange rate-1.384297 \$23.45
 - b) MAY 10 AIR CANADA 0142943505746WINNIPEG MB
Foreign Currency-USD 101.85 Exchange rate-1.382326 \$140.79
 - c) MAY 10 YVR PARKING RICHMOND BC \$102.00
 - d) MAY 11 AIR CAN* 0142112708964AIRCANADA.COMMB \$98.70
 - e) MAY 13 BEAUVAL TRAVEL CENTRE BEAUVAL SK \$56.49
 - f) MAY 14 AIR CAN* 0142112708964AIRCANADA.COMMB \$98.70
 - g) MAY 15 BEAUVAL TRAVEL CENTRE BEAUVAL SK \$23.18
 - h) MAY 15 YVR PARKING RICHMOND BC \$136.00
 - i) MAY 23 AIR CAN* 0142943549809AIRCANADA.COMMB \$67.20
 - j) MAY 24 NATIONAL CAR RENTAL LETHBRIDGE AB \$75.93
 - k) MAY 24 YVR PARKING RICHMOND BC \$68.00
 - l) MAY 24 SHELL 2730 MAYOR MAGRATH LETHBRIDGE AB \$6.65
- Travel in June 2019 (VISA charges):
 - a) JUN 15 WESTJET 8382148965272CALGARY AB \$84.17
 - b) JUN 17 ASSOCIATED CAB/ALLIED CALGARY AB \$45.30
- Travel to Alberta and Saskatchewan in July 2019 (VISA charges):
 - a) JUL 17 OASIS CARWASH & CONVEN DRUMHELLER AB \$143.47
 - b) JUL 18 KINDERSLEY COOP C-STORE PKINDERSLEY SK \$123.28
 - c) JUL 19 SHELL HWY 11. HAGUE SK \$120.15
 - d) JUL 20 YORKTON CO-OP PALLISER CSYORKTON SK \$148.05
 - e) JUL 21 HUSKY TRI STAR ESTERHA ESTERHAZY SK \$69.06
 - f) JUL 21 HUSKY CARONPORT 6125 CARONPORT SK \$109.80
 - g) JUL 22 CDN TIRE GASBAR #01114 SWIFT CURRENTSK \$63.41

- h) JUL 22 PETROCAN-42148 HIGHWAY #1 CALGARY AB \$116.84
- Travel to Texas and/or Saskatoon in August 2019 (VISA charges):
 - a) AUG 06 AUG 07 BIGCOMMERCE TX Foreign Currency-USD 323.46 Exchange rate-1.362610 \$440.75
 - b) AUG 09 CCI*HOTEL-EBOOKING 888-724-1575 TX Foreign Currency-USD 107.87 Exchange rate-1.360897 \$146.80
 - c) AUG 12 RIIDE HOLDINGS INC. SASKATOON SK \$20.00
 - d) AUG 13 AIR CAN* \$98.70
 - e) AUG 14 YVR PARKING RICHMOND BC \$335.00
- Travel to Winnipeg in October 2019 (VISA charges):
 - a) OCT 21 UNICITY TAXI-336 WINNIPEG MB \$25.00
 - b) OCT 22 DELTA WINNIPEG F&B WINNIPEG MB \$45.90
 - c) OCT 22 UNICITY TAXI-251 WINNIPEG MB \$15.00
 - d) OCT 22 UNICITY TAXI-56 WINNIPEG MB \$10.00
 - e) OCT 24 UNICITY TAXI-75 WINNIPEG MB \$20.87
 - f) NOV 04 AIR CAN \$109.20
 - g) NOV 05 UNICITY TAXI-103 WINNIPEG MB \$29.04
 - h) NOV 06 THE KEG STEAKHOUSE AND WINNIPEG MB \$61.16
 - i) NOV 07 YVR PARKING RICHMOND BC \$105.00
 - j) NOV 07 DUFFY'S TAXI #182 WINNIPEG MB \$20.70
- Travel to Ottawa in November 2019 (VISA charges):
 - a) NOV 17 YVR PARKING RICHMOND BC \$70.00
 - b) NOV 18 CAPITAL TAXI OTTAWA ON \$37.57
- Travel to Ottawa in February 2020 (VISA charges):
 - a) 2/1/2020 Air Canada 014420 \$752.58
 - b) 2/2/2020 Blue Line Taxi \$33.37
 - c) 2/2/2020 PetroCan \$91.54
 - d) 2/2/2020 YVR Parking \$183.75
 - e) 2/3/2020 Fairmont Ottawa \$353.65
 - f) 2/4/2020 Ritz Catering \$33.60
 - g) 2/7/2020 Parking \$25.00
 - h) 2/9/2020 Moxies \$86.54
- March 2020 Travel to Saskatchewan:
 - a) MAR 8 AIR CANADA \$98.70
 - b) MAR 08 RIIDE HOLDINGS INC. SASKATOON SK \$25.00

- c) MAR 10 AIR CAN \$77.70
- d) MAR 11 DELTA BESSBOROUGH F&B SASKATOON SK \$53.95
- e) MAR 11 SQ *YXE TAXI SASKATOON SK \$24.25
- f) MAR 11 DELTA BESSBOROUGH SASKATOON SK\$54.29
- g) MAR 11 YVR PARKING RICHMOND BC \$110.25