



Board of Directors Meeting July 16, 2026 – Regular Meeting Resolutions and Released In-Camera Resolutions

Resolutions:

Resolution (20260716-01):

WHEREAS:

1. A time sensitive matter that presents significant risk to MNBC has arisen, and requires immediate action by the Board;
2. Failure of the Board to consider this matter could be perceived as a breach of members' fiduciary duty to MNBC and Citizens;
3. Staff are hired to work in the best interests of MNBC, regardless of who is on the board, and have their own duty to protect MNBC;
4. Staff have taken administrative action to set up a Board meeting to consider this significant matter.

THEREFORE BE IT RESOLVED THAT:

- A. The MNBC Board of Directors, acknowledging that this meeting was convened administratively by staff, hereby ratifies, confirms, and adopts the calling of this meeting as an exercise of the authority of a majority of the Board of Directors pursuant to Article 19 of the MNBC Constitution.
- B. Any administrative or procedural steps taken by staff to convene this meeting are hereby ratified and confirmed as having been undertaken on the direction and with the authority of the majority of the MNBC Board of Directors.
- C. The MNBC Board of Directors determine that the matter before this meeting, being a legal letter dated July 14, 2026, from Hall & Larocque LLP on behalf of certain Board members, raising governance concerns and setting out legal demands with a response deadline of July 24, 2026, is urgent and time-sensitive and requires the immediate consideration of the Board of Directors.
- D. The Board confirms that this meeting was duly called by a majority of the Board of Directors in accordance with Article 19 of the MNBC Constitution, and hereby waives Notice of the meeting.