



## MEETING MINUTES

<b>Meeting:</b>	BOARD OF DIRECTORS MEETING		
<b>Date of Meeting:</b>	December 14, 2020	<b>Time:</b>	9:00am
<b>Minutes Prepared By:</b>	Derek Robitaille	<b>Location:</b>	Microsoft Teams Video Conference

### Attendees

**Participating Board:** President Clara Morin Dal Col, Vice President Lissa Smith, Directors Dr. Kate Elliott, Paulette Flamond, Debra Fisher, Dean Gladue, Patrick Harriott, Louis De Jaeger, Susie Hooper, Raynie Gervais

**Regrets:** Shaughn Davoren

**Staff:** Daniel Fontaine – CEO/Deputy Minister, Chris Gall – Chief Public Affairs Officer, Derek Robitaille – Executive Assistant to the President/Cabinet Secretariat, Lydia Stefan – Executive Assistant to the CEO

### 1. Welcome and opening comments by President Morin Dal Col

At 9:05am, President Morin Dal Col stated the meeting will be recorded for minute taking purposes. Opening prayer was conducted by Director Fisher and a roll call for attendance was taken.

#### 1.1. Adoption of Consent Agenda

The consent agenda was presented, including the following items:

##### Meeting Minutes

- IN CAMERA decisions and reports of the October 15/16, 2020 Board of Director’s Retreat (for public release)
- November 3, 2020 Cabinet meeting (for public release)
- IN CAMERA decisions and reports of the November 3, 2020 Cabinet meeting (for internal information)
- November 23, 2020 Cabinet meeting (for public release)
- IN CAMERA decisions and reports of the November 23, 2020 Cabinet meeting (for internal information)
- December 4, 2020 Cabinet meeting (for public release)
- IN CAMERA decisions and reports of the December 4, 2020 Cabinet meeting (for internal information)

##### Financial

- November Financial Statement

##### Regional Director Reports

- Director Fisher – Region 4



- Director Hooper – Region 6
- Director De Jaeger – Region 2
- Director Gladue – Region 3

## AGM

(Informational only. To be discussed at January meeting)

All items included were moved to the regular meeting agenda. Additionally, a FAQ document was sent at the end of the meeting to explain how a consent agenda is handled.

## 2. Adoption of Meeting Agenda

It was **MOVED** by (Director Harriott) and **SECONDED** by (Director De Jaeger) THAT the meeting agenda be approved as amended by moving the Strategic Planning discussion to January 2021, to include the AGM as part of regular discussion and add the following items:

Item 5.1 – Consent Agenda

Item 5.2 - MNC

Item 5.3 - Communications

Item 5.4 - Legal Representation for the Board

Item 5.5 - Housing

### **CARRIED**

(Director Hooper abstained from the vote)

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**Recessed at 9:45am and reconvened at 9:56am**

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After discussion during the break, it was **MOVED** by (Director Gladue) and **SECONDED** by (Director Harriott) THAT the meeting agenda be approved as amended including the following items in order:

Item 3 – Meeting Minutes

Item 4 – November 2020 Financial Report

Item 5 – Regional Director Reports

Item 6 – AGM

Item 7 – MNC

Item 8 – Terms of Reference

Item 9 – Communications

Item 10 – Legal Representation for the Board

Item 11 – Housing

Item 12 – Salaries

Item 12.1 – Consent Agenda

### **CARRIED**



### 3. Meeting Minutes

It was MOVED by (Director Harriott) and SECONDED by (VP Smith)

BE IT RESOLVED THAT the following minutes be approved as amended;

Further Resolved THAT the November 23, 2020 Cabinet meeting minutes be held over until an expert on Robert's Rules and Board Process be engaged to consult with the Board of Directors.

A roll call vote was ordered, and the vote was as follows:

V.P. Smith – yes

Director Elliott – yes

Director Harriott – yes

Director De Jaeger - no

Director Gladue – yes

Director Fisher – yes

Director Gervais – yes

Director Hooper – abstained

Director Flamond – yes

**CARRIED by a vote of six in favor, one against, and one abstention.**

- IN CAMERA decisions and reports of the October 15/16, 2020 Board of Director's Retreat (for public release):

'for public release' was changed to 'for internal information'

- November 3, 2020 Cabinet meeting (for public release)
- IN CAMERA decisions and reports of the November 3, 2020 Cabinet meeting (for internal information)
- November 23, 2020 Cabinet meeting (for public release):

On page 7 of 11, Item 6, the words "four weeks" were added after "for further review within the next."

On page 4 of 11, Item 4, the vote of Director Hooper's moved amendment was changed from "MOTION DEFEATED by a vote of nine in favor to one against" to "MOTION DEFEATED by a vote of nine against to one in favor" and removed the words '(Minister Hooper Opposed)'

On page 4 of 11, Item 4, the words "in addition that a recorded timeline of those requests should also be provided" were added after "Western Compensation & Benefits Consultants."

- IN CAMERA decisions and reports of the November 23, 2020 Cabinet meeting (for internal information)
- December 4, 2020 Cabinet meeting (for public release)
- IN CAMERA decisions and reports of the December 4, 2020 Cabinet meeting (for internal information)

The November 23, 2020 Cabinet meeting minutes were not approved for public distribution as some directors felt they were slanderous, untruthful and a defamation of character; therefore a majority of the Board of Directors wanted the legality of the Hooper amendment to be reviewed by an outside expert in Robert's Rules of Order. Staff committed to contacting an expert and having them available to respond to any questions about the amendment at the next board meeting.



## 4. November Financial Report

It was MOVED by (Director Harriott) and SECONDED by (VP Smith) THAT the November 2020 financial report be received for informational purposes.

A roll call vote was ordered, and the vote was as follows:

VP Smith – yes

Director Elliott – yes

Director Harriott – yes

Director De Jaeger – yes

Director Gladue – yes

Director Fisher – yes

Director Gervais – yes

Director Hooper – yes

Director Flamond – yes

**CARRIED by a vote of nine in favor.**

Financial reports were removed from the consent agenda due to questions about operating budgets and what the plans are moving forward. Because the financial reports are provided seven days in advance of the meeting, the option to ask questions and receive answers in real time beforehand was provided, in addition to setting up briefing sessions with the CEO and Director of Finance. As the end of the third quarter is nearing, a briefing with the Director of Finance is to be arranged.

## 5. Regional Director Reports

It was MOVED by (Director VP Smith) and SECONDED by (Director Fisher) THAT the Regional Director reports be received for informational purposes.

A roll call vote was ordered, and the vote was as follows:

VP Smith – yes

Director Elliott – yes

Director Harriott – abstained

Director De Jaeger – yes

Director Gladue – yes

Director Fisher – yes

Director Gervais – yes

Director Hooper – yes

Director Flamond – yes

**CARRIED by a vote of eight in favor and one abstention.**

## 6. AGM

It was MOVED by (Director De Jaeger) and SECONDED by (VP Smith) THAT the proposed February 18, 19, 20, 2021 AGM plan and agenda be supported as presented.

A roll call vote was ordered, and the vote was as follows:

VP Smith – yes

Director Elliott – yes

Director Harriott – yes

Director Gladue – yes

Director Fisher – yes

Director De Jaeger – yes



Director Gervais – yes  
Director Hooper – yes  
Director Flamond – yes

**CARRIED by a vote of nine in favor.**

It was stated that it would be helpful to see what the MNBC staff has worked on in their portfolios prior to September 2020 in preparation for the 2021 AGM since the current Board of Directors was elected in October.

## 7. MNC

It was MOVED by (VP Smith) and SECONDED by (Director Elliott) to address reinstatement of the Métis Nation Ontario in the Métis National Council, call to hold a Board of Governors meeting and a national assembly of the Métis National Council

### WHEREAS

- A. The MNBC Board of Directors passed a motion on March 4, 2020 stating that all future issues with respect to the Métis Nation Homeland, Citizenship, or conduct of Métis Nation Governing Members – which are of fundamental importance to the future of the Métis nation as a Nation and are, therefore, of too great of importance for individual MNBC Board Members to act unilaterally – be discussed and deliberated by all MNBC Board Members prior to decision-making at either the Métis Nation General Assembly or Board of Governors;
- B. The Métis Nation British Columbia (MNBC), through its elected representatives including the MNBC Board of Directors, is entitled to participate in the democratic decision-making of the Métis Nation through the Métis Nation General Assembly and Board of Governors;
- C. It is the fiduciary responsibility of all MNBC Board Members to act in the best interest if the Citizens of the MNBC, as well as the Métis nation as a whole, through their decision-making powers at the Métis Nation General Assembly and Board of Governors;
- D. There has not been a Métis National Council Board of Governors meeting with all governing members, nor a National Assembly for over two years;
- E. The will of the MNBC Board of Directors is to encourage the Métis National Council to hold a National Assembly including all governing members: Métis Nation British Columbia, Métis Nation of Alberta, Métis Nation Saskatchewan, Manitoba Métis Federation, and Métis Nation Ontario;

### THEREFORE BE IT RESOLVED

THAT the MNBC Board of Directors is in support that the suspension of the Métis Nation Ontario be removed prior to the next Board of Governors meeting and Métis National Council Assembly.

Further Resolved, THAT the MNBC Board of Directors calls for the Métis National Council to convene a Board of Governors Meeting via electronic teleconference within 15 days.

Further Resolved, THAT the MNBC Board of Directors calls for the Métis National Council to convene a National Assembly in which a vote for Métis National President is held via electronic teleconference within 60 days.

Amended

AMENDMENT MOVED by (Director Hooper) and SECONDED by (Director Gervais) THAT “15 days” be changed to “January 31, 2021.”

A roll call vote was ordered, and the vote was as follows:

VP Smith – yes  
Director Elliott – yes  
Director Harriott – no  
Director De Jaeger – no



Director Gladue – yes  
Director Fisher – yes  
Director Gervais – yes  
Director Hooper – yes  
Director Flamond – yes

**CARRIED by a vote of seven in favor and two against.**

Amendment to the Amendment

MOVED by (VP Smith) and SECONDED by (Director Elliott) THAT “15 days” be changed to “January 15, 2021.”

A roll call vote was ordered, and the vote was as follows:

VP Smith – yes  
Director Elliott – yes  
Director Harriott – yes  
Director De Jaeger – yes  
Director Gladue – yes  
Director Fisher – yes  
Director Gervais – yes  
Director Hooper – abstained  
Director Flamond – yes

**CARRIED by a vote of eight in favor and one abstention.**

MNC has sent out numerous letters to request a Board of Governors meeting since Ontario has been suspended and has requested for a national governing assembly since a new national president needs to be elected; however, a response has yet to be received. MNO was not included in the invitation for a Board of Governors meeting.

## **FINAL MOTION AS APPROVED**

### WHEREAS

- A. The MNBC Board of Directors passed a motion on March 4, 2020 stating that all future issues with respect to the Métis Nation Homeland, Citizenship, or conduct of Métis Nation Governing Members – which are of fundamental importance to the future of the Métis nation as a Nation and are, therefore, of too great of importance for individual MNBC Board Members to act unilaterally – be discussed and deliberated by all MNBC Board Members prior to decision-making at either the Métis Nation General Assembly or Board of Governors;
- B. The Métis Nation British Columbia (MNBC), through its elected representatives including the MNBC Board of Directors, is entitled to participate in the democratic decision-making of the Métis Nation through the Métis Nation General Assembly and Board of Governors;
- C. It is the fiduciary responsibility of all MNBC Board Members to act in the best interest of the Citizens of the MNBC, as well as the Métis nation as a whole, through their decision-making powers at the Métis Nation General Assembly and Board of Governors;
- D. There has not been a Métis National Council Board of Governors meeting with all governing members, nor a National Assembly for over two years;
- E. The will of the MNBC Board of Directors is to encourage the Métis National Council to hold a National Assembly including all governing members: Métis Nation British Columbia, Métis Nation of Alberta, Métis Nation Saskatchewan, Manitoba Métis Federation, and Métis Nation Ontario;

### THEREFORE BE IT RESOLVED

THAT the MNBC Board of Directors is in support that the suspension of the Métis Nation Ontario be removed prior to the next Board of Governors meeting and Métis National Council Assembly.



Further Resolved, THAT the MNBC Board of Directors calls for the Métis National Council to convene a Board of Governors Meeting via electronic teleconference by January 15, 2021.

Further Resolved, THAT the MNBC Board of Directors calls for the Métis National Council to convene a National Assembly in which a vote for Métis National President is held via electronic teleconference within 60 days.

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**Recessed at 12:06pm and reconvened at 12:45pm**

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Due to time, the continuation of Item 7 was tabled to be revisited after Item 8 – Terms of Reference.

After reconvening at 2:12pm, it was MOVED by (VP Smith) and SECONDED by (Director Elliott) directing the MNBC President or Vice President with respect to activity related to the Métis National Council on behalf of the Métis Nation British Columbia

#### WHEREAS

- A. The MNBC Board of Directors passed a motion on March 4, 2020 stating that; all future issues with respect to the Métis Nation Homeland, Citizenship, or conduct of Métis Nation Governing Members – which are of fundamental importance to the future of the Métis Nation as a Nation and are, therefore, of too great of importance for individual MNBC Board Members to act unilaterally – be discussed and deliberated by all MNBC Board Members prior to decision-making at either the Métis Nation General Assembly or Board of Governors;
- B. The MNBC Board of Directors passed a motion on March 4, 2020 stating that; the Métis Nation British Columbia (MNBC), through its elected representatives including the MNBC Board of Directors, is entitled to participate in the democratic decision-making of the Métis Nation through the Métis Nation General Assembly and Board of Governors;
- C. The MNBC Board of Directors passed a motion on March 4, 2020 stating that; it is the fiduciary responsibility of all MNBC Board Members to act in the best interest Of the Citizens of the MNBC, as well as the Métis Nation as a whole, through their decision-making powers at the Métis Nation General Assembly and Board of Governors;

#### THEREFORE BE IT RESOLVED

THAT the MNBC Board of Directors directs the MNBC President or the MNBC Vice President to act as guided by the majority of the MNBC Board of Directors, and be accountable to the MNBC Board of Directors with respect to all positions presented, votes, and actions with respect to the Métis Nation British Columbia's activities as a Governing Member of the Métis National Council;

Further Resolved THAT the MNBC President or the MNBC Vice President vote to void the suspension of the Métis Nation Ontario from the Métis National Council, and to fully reinstate the Métis Nation Ontario as a member of the Board of Governors and the Métis National Council;

Further Resolved THAT the MNBC Board of Directors directs the MNBC President or the MNBC Vice President to officially call for the Métis National Council to convene a Board of Governors Meeting via electronic teleconference within 15 days.

Further Resolved THAT the MNBC Board of Directors directs the MNBC President or the MNBC Vice President to officially call for the Métis National Council to convene a National Assembly to finish the deliberations regarding the MNO as was set out in the resolution dated September 2018, and in which a vote for Métis National President is held via electronic teleconference within 60 days.

A roll call vote was ordered, and the vote was as follows:



VP Smith – yes  
Director Davoren – yes  
Director Elliott – yes  
Director Harriott – yes  
Director De Jaeger – yes  
Director Gladue – yes  
Director Fisher – yes  
Director Gervais – yes  
Director Hooper – no  
Director Flamond – yes

**CARRIED by a vote of nine in favor and one against.**

## 8. Terms of Reference

### PRESENTATION

#### Terms of Reference

Anne Cooper followed up from the December 3, 2020 Governance Committee meeting on the template that was created to serve as a standard format for the MNBC Terms of Reference. The board went through each committee to ensure that there were no mistakes or if there were any amendments to be made. Once the final draft is circulated, the Board of Directors is to approve the final draft via electronic vote.

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**Recessed at 2:04pm and reconvened at 2:12pm**

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## 9. Communications

Referring to the motion carried on April 16, 2020 “That all communications be sent to the Board of Directors before being sent out publicly including to the communities”, it was brought up that there was great concern that a lot of communication is being released without the board seeing it ahead of time, with the latest being the 2020 Christmas Card. It was also asked who approved the expenditure and why the card did not include the staff or board. The card read as follows:

“We would like to wish you a very Merry Christmas and a happy, healthy and prosperous New Year!”

Signed by the President, from Métis Nation British Columbia and sent to the Board of Directors, Governing Members, both community presidents and communities, the five BC societies, and more.



## 10. Legal Representation

It was MOVED by (Director Flamond) and SECONDED by (Director Harriott)

BE IT RESOLVED THAT MNBC hires a specialist lawyer to advise the MNBC Board of Directors with a background in constitutional law with a specialty in the Societies Act and Board of Directors.

Further Resolved, THAT funds will be extended to provide Board of Directors (as a whole) access to a specialized lawyer in the future if needed.

A roll call vote was ordered, and the vote was as follows:

VP Smith – yes

Director Davoren – yes

Director Elliott – yes

Director Harriott – yes

Director De Jaeger – yes

Director Gladue – yes

Director Fisher – yes

Director Gervais – yes

Director Hooper – no

Director Flamond – yes

**CARRIED by a vote of nine in favor and one against.**

The majority of Board of Directors wished to seek outside legal counsel experienced in constitutional law and the Societies Act and it was said that MNBC will continue to use external legal counsel, if deemed necessary.

## 11. Housing

It was MOVED by (Director Gladue) and SECONDED by (Director De Jaeger)

WHEREAS

A. The MNBC Board of Directors is interested in establishing a housing society;

THEREFORE BE IT RESOLVED

THAT staff is to report back on the benefits regarding the establishment of a housing society.

A roll call vote was ordered, and the vote was as follows:

Director Flamond – yes

Director Hooper – yes

Director Gervais – yes

Director Fisher – yes

Director Gladue – yes

Director De Jaeger – yes

Director Harriott – yes

Director Elliott – yes

Director Davoren – yes

VP Smith – yes

**CARRIED unanimously.**



### 12. Board Salaries

It was MOVED by (Director De Jaeger) and SECONDED by (Director Gladue)

#### WHEREAS

- A. The workload of the Board of Directors and complications of that workload has increased the number of hours and time spent dramatically;
- B. To be full-time advocates to the nation, a living wage must be paid;
- C. The previous board initiated this review which was delayed and brought up and delayed again;
- D. Staff has provided comparable salary comparisons to other Métis nations throughout the homeland;

#### THEREFORE BE IT RESOLVED

THAT Regional Director and provincial Youth and Women base salaries be increased to \$50,000 and Vice President salary be increased to \$70,000.

A roll call vote was ordered, and the vote was as follows:

VP Smith – yes  
Director Davoren – yes  
Director Elliott – yes  
Director Harriott – yes  
Director De Jaeger – yes  
Director Gladue – yes  
Director Fisher – yes  
Director Gervais – yes  
Director Flamond – yes

**CARRIED by a vote of nine in favor.**

(Director Hooper absent for the vote)

Director Hooper left the meeting at 3:21pm.

It was brought up that when looking at how much work there is, the board proposed that a base salary of \$50,000 across the board and a base salary of \$70,000 for the Vice President would be deemed fair to coincide with the work being done.



### 12.1. Consent Agenda

Following earlier discussion in Item 1.1, it was MOVED by (Director Harriott) and SECONDED by (Director De Jaeger) THAT the Board of Directors discontinue the practice of consent agendas until the board is ready to implement it.

A roll call vote was ordered, and the vote was as follows:

VP Smith – yes

Director Davoren – yes

Director Elliott – yes

Director Harriott – yes

Director De Jaeger – yes

Director Gladue – yes

Director Fisher – yes

Director Gervais – yes

Director Flamond – yes

**CARRIED by a vote of nine in favor.**

(Director Hooper was absent for the vote)

### Future Meetings

#### 2021

January 22 - Teams Meeting

### Meeting Adjourned at 4:03pm

Director Gladue conducted the closing prayer and it was MOVED by (Director De Jaeger) and SECONDED by (VP Smith) to adjourn the meeting.



Action Items		
1	Have Governance Committee meet as soon as possible and elect a chair.	Person Responsible:
2	Develop process around Minutes/Policies of what goes IN CAMERA	Person Responsible: Chris Gall
3	Develop Recruitment Strategy for the Northeast region by no later than March 15, 2021.	Person Responsible: Pending
4	Have Governance training on Robert's Rules of Order with an outside expert.	Person Responsible: Chris Gall
5	Provide third quarter financial briefing.	Person Responsible: Anna Maione
6	Prepare a document regarding the establishment of a housing society.	Person Responsible: Bailey Mumford
7	Follow up on development of LGBTQ+ Committee from previous MNGA.	Person Responsible: Chris Gall

Parked Items		
1	Half-Day follow up on Strategic Planning discussion for January 22, 2021.	Person Responsible:



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**Approval Sheet**

Minutes prepared by: \_\_\_\_\_ Recording Secretary

Approved by: \_\_\_\_\_ Acting President

Approved by: \_\_\_\_\_ Secretary

Date: **January 22, 2021**