

# FIRST NATIONS LEADERSHIP COUNCIL



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## URGENT – TIME SENSITIVE INFORMATION

### NOTICE OF POSITION BCFNGRS GP INC BOARD OF DIRECTORS

March 27, 2019

Pursuant to resolutions of the BC Assembly of First Nations, First Nations Summit and Union of BC Indian Chiefs, the First Nations Leadership Council (FNLC) is seeking applications from persons interested in participating as a Board member for the BCFNGRS GP Inc. The FNLC will be appointing two (2) members of the Board for a two-year term commencing April 15, 2019.

The BCFNGRS GP Inc. as part of a limited partnership will be responsible for managing and distributing gaming revenue to First Nations governments.

#### Background

A historic new revenue-sharing agreement between BC and First Nations was announced in the provincial budget on February 19, 2019. This is the largest agreement with First Nations in BC history.

The B.C. First Nation gaming revenue sharing agreement is a financial arrangement negotiated between the Province of British Columbia and the First Nation Gaming Commission to share a portion of total net gaming revenues collected annually across the province with all BC First Nations communities.

The new 25-year gaming revenue-sharing agreement, to be signed in April 2019, will mean access to a stable, long-term source of revenue to support nations' self-government and self-determination. British Columbia joins Alberta, Saskatchewan, Manitoba, Ontario and Nova Scotia in sharing gaming revenue with First Nations.

Starting this year (2019), 7% of net provincial gaming revenues will be shared with First Nations through a new First Nations-established and managed limited partnership. The First Nations Gaming Commission, as authorized by First Nations in BC, has developed a distribution model that will share the revenue among BC First Nations, with a portion going equally to all First Nations communities, a portion distributed based on population, and a portion distributed to remote First Nations.

Overseen by a First Nations-appointed board of directors, the limited partnership will be responsible for managing and distributing gaming revenue to First Nations governments.

## **Business and Structure**

The limited partnership is being established to act as an umbrella organization to which gaming revenue will be transferred from the Province. Under the revenue-sharing agreement, the management and distribution of transferred gaming revenues will be administered through a limited partnership overseen by a First Nations-appointed board of directors.

The limited partnership will be responsible for receiving, managing, distributing and reporting on gaming revenue on behalf of all participating BC First Nations.

All First Nations communities in BC are eligible and invited to become partners in the new BC First Nations Gaming Revenue Sharing Limited Partnership. The limited partnership is currently being established by the First Nations Gaming Commission and will be operational in April 2019.

The BC First Nations Gaming Revenue Distribution Agency will be the BC First Nations Gaming Revenue Sharing Limited Partnership (the “Limited Partnership”), a limited partnership established under the laws of the province of British Columbia with BCFNGRS GP INC., a corporation incorporated under the laws of the Province of British Columbia, as its general partner (the “General Partner”) and BC First Nations participating in the revenue sharing acting as limited partners (“Limited Partners”).

## **Governance Structure**

The BCFNGRS GP INC has a board of directors comprised of 5 individuals. The directors are appointed by the following bodies: one individual each appointed by the First Nations Summit, the Union of British Columbia Indian Chiefs and the Assembly of First Nations - British Columbia Region; and 2 individuals appointed by the First Nations Leadership Council (FNLC).

## **Board Responsibilities**

### ***Responsibilities:***

The Board of Directors of the General Partner will be responsible to either manage or supervise the management of the General Partner. In this context, the Directors will be responsible for carrying out the business of the Limited Partnership including the obligations and functions of the Limited Partnership under the Revenue Agreement.

## **Competencies**

Collectively, the Board should comprise the following core competencies:

- financial acumen;
- accounting and finance skills;
- corporate management experience;

- understanding of First Nations, and in particular First Nations cultures, traditions, values, beliefs, methods and practices; and
- experience in dealing with First Nations and the Provincial government.

### **Term**

The term of appointment is 2 years for the directors appointed in April 2019 (April 15, 2019 – March 31, 2021). After this initial term, all directors will be appointed for three-year terms.

### **Eligibility Requirements**

Nominees must meet the following eligibility requirements:

- Be of BC First Nations ancestry and currently reside in British Columbia;
- Pursuant to the Shareholders Agreement nominees **must not be**:
  - i. **a chief or councillor of a First Nation;**
  - ii. a person who, in fact, participates in the management or control of a First Nation, whether by reason of being an officer, senior employee or representative of a First Nation or otherwise; or a person who is in fact under the direction, control or undue influence of a person referred to above.

Nominees are also required to comply with eligibility criteria set out in the *BC Business Corporations Act*, as follows:

#### ***Business Corporations Act: Persons disqualified as directors***

**124** (1) A person must not become or act as a director of a company unless that person is an individual who is qualified to do so.

(2) An individual is not qualified to become or act as a director of a company if that individual is;

- (a) under the age of 18 years,
- (b) found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
- (c) an undischarged bankrupt, or
- (d) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated business, or of an offence involving fraud, unless

(i) the court orders otherwise,

(ii) 5 years have elapsed since the last to occur of

(A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,

(B) the imposition of a fine,

(C) the conclusion of the term of any imprisonment, and

(D) the conclusion of the term of any probation imposed, or

(iii) a pardon was granted or issued, or a record suspension was ordered, under the [Criminal Records Act](#) (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

(3) A director who ceases to be qualified to act as a director of a company must promptly resign.

(4) An order must not be made under subsection (2) (d) (i) in relation to a financial institution unless notice of the application for the order is given to the superintendent, who may appear as a party to the application.

### **Application Process**

The **deadline** for interested applicants to submit a resume and cover letter stating their qualifications is **4:00 PM on Thursday April 4, 2019**.

Please submit to:

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