

## MARINE ENVIRONMENT WORKING GROUP

### TERMS OF REFERENCE

These Terms of Reference (or TOR):

1. provide the framework under which the Marine Environment Working Group (MEWG) and its Members and Observers will operate;
2. outline the purpose of the MEWG; and
3. describe the main functions by which the MEWG will fulfill its purpose.

These Terms of Reference were developed pursuant to the Nunavut Impact Review Board (NIRB) Project Certificate No. 005 (PC 005), Term and Condition No. 077, for Baffinland Iron Mines Corporation's (Baffinland, or the Proponent) Mary River Project (Project).

### DEFINITIONS

"Adaptive Management Plan Precautionary Approach" means (as referenced in the Adaptive Management Plan) *"when an activity raises threats of harm to environmental, sociocultural, and economic wellbeing and resilience, precautionary measures and preventative action should be taken using a systems approach, even if some cause and effect relationships are not fully established."*

"Consensus" as that term is applicable to recommendations, means the voting thresholds set out in Section 8 of these Terms of Reference.

"Evidence" includes Inuit Qaujimaningit (IQn), Inuit Qaujimagatuqangit (IQ), Traditional Knowledge (TK), and Community Knowledge (CK) evidence in both written and oral forms and western science evidence and evidence of industry best practice in written form.

"Operational Feasibility" includes considerations of whether something is reasonably achievable from a technical, design, logistics or resourcing perspective and does not present any unacceptable risks to the safety of project personnel or other components of the Project operation.

"Precautionary Approach" means as stated in Project Certificate No. 005 Section 3.2 (j), *"for those items where a more stringent version of the precautionary principle has been applied, it is the Board's expectation that the adaptive management strategies chosen will be highly responsive to early warning signs that risks may materialize, and that rather than waiting for impacts to be noted before mitigation measures are triggered, thresholds and triggers will be set to require responses long before adverse impacts are likely"*.

"Precautionary Principle" means as stated in the NIRB Guidelines for the Project, *"where there are threats of serious or irreversible damage, lack of full scientific certainty must not be used as a reason for postponing cost-effective measures to prevent environmental degradation."*

“Project” means the Baffinland Iron Mines Corporation’s Mary River Project.

“Project Certificate” means Project Certificate No. 005 issued by the Nunavut Impact Review Board for the Project, as amended from time to time.

“TC 77” means Term and Condition No. 077 of the Project Certificate.

## **1 PURPOSE OF THE MEWG**

1.1 TC 77 requires that, *“A Marine Environment Working Group (MEWG) shall be established as an advisory oversight body providing advice, guidance and enforceable recommendations to fulfill the intended objectives.”* The MEWG shall be established for the objectives set out in TC 77, namely, that: *“The Marine Environment Working Group (MEWG) will provide advice, guidance and enforceable recommendations regarding: adding to and improving baseline information, mitigation measures for the protection of the marine environment, monitoring of effects on the marine environment, assessing the accuracy of impact predictions, the development and implementation of adaptive management plans, sharing of relevant Inuit Qaujimajatuqangit, scientific and/or technical knowledge and industry best practice and, consideration of project changes that may be required to make sure the management of negative impacts is effective and that lasting damage to the marine environment is prevented.”*

1.2 Also in accordance with TC 77, *“[t]he role of the MEWG is not intended to either duplicate or affect the exercise of regulatory authority by appropriate government agencies and departments.”*

1.3 The MEWG is also referenced in the following terms and conditions of Project Certificate No. 005:

TC 14(a): *The Proponent, through coordination with the MEWG as may be appropriate, shall demonstrate appropriate adaptive management for construction activities at Milne Inlet that have the potential to disrupt marine mammal species, including pile driving and ore dock construction, are undertaken.*

TC 73: *The Proponent shall develop detailed and robust mitigation and monitoring plans for migratory birds, reflecting input from relevant agencies, the Qikiqtani Inuit Organization and communities as part of the Terrestrial Environment Working Group and to the extent applicable the Marine Environment Working Group.*

TC 114: *In the event of the development of a commercial fishery in the Steensby Inlet area or Milne Inlet-Eclipse Sound areas, the Proponent, in conjunction with the Marine Environment Working Group, shall update its monitoring program for marine fish and fish habitat to ensure that the ability to identify Arctic Char stock(s) potentially affected by Project activities and monitor for changes in stock size and structure of affected stocks and fish health (condition, taste) is maintained to address any additional monitoring issues identified by the MEWG relating to the commercial fishery.*

TC 164: *The Proponent is required to provide notification to communities regarding scheduled ship transits throughout the regional study area including Eclipse Sound and*

*Milne Inlet, real-time data regarding ships in transit and any changes to the proposed shipping schedule to the MEWG and agencies within Pond Inlet on a weekly basis during open water shipping, and to the RSA communities on a monthly basis.*

*TC 183: The Proponent shall collaborate with the Marine Environmental Working Group (MEWG) to develop impact avoidance or mitigation strategies for the protection of the marine environment, and shall implement these strategies. The Proponent shall implement any direction from the Department of Fisheries and Oceans (DFO), issued in furtherance of their mandate, for any avoidance or mitigation measures, including cessation of any activity, for the protection of the marine environment. The Proponent shall, every six months, provide to DFO and the MEWG a tracking table and a plain language summary of (i) collective recommendation of the other members of the working group, and (ii) any directions from DFO. For each, the table must show the Proponent's means of implementation. Where any direction or recommendations are not fully implemented, the Proponent shall include the rationale.*

*TC 184: The proponent shall collaborate with the Marine Environment Working Group to review the status of compliance with, and implementation of, all of the Terms and Conditions in Project Certificate No. 005 related to marine environmental protection.*

## **2 FUNCTIONS OF THE MEWG**

2.1 Consistent with the Project Certificate terms and conditions referenced at Section 1 of the TOR, the MEWG will provide advice, guidance and enforceable recommendations with respect to Baffinland's marine monitoring programs and mitigation measures developed to comply with the Project Certificate, including Baffinland's efforts to:

- 2.1.1 collect and improve baseline and monitoring data (which may include data collected in relation to the operating project and/or approved but not yet constructed project components);
- 2.1.2 assess the accuracy of impact predictions;
- 2.1.3 monitor for potential effects arising in whole or in part from Project-related activities and infrastructure;
- 2.1.4 develop and implement adaptive management plans on marine issues;
- 2.1.5 integrate Evidence in considering the accuracy of impact predictions;
- 2.1.6 collaboratively develop reasonable mitigations and adaptive management measures required so that the management of negative impacts is effective and lasting damage to the marine environment is prevented during the construction, operations, closure, and reclamation of the Project, which consider spatial and temporal overlap of Project activities and impacts.

For the purposes of Section 2.1.6, "reasonable" means mitigation and adaptive management measures that are Evidence-based. Justifications of whether a proposal is

“reasonable” must include: (a) consideration of the Precautionary Principle and Adaptive Management Plan Precautionary Approach; (b) the degree of certainty that the Project is at least partially causing the effect (as determined in consideration of available information showing potential causality); (c) the specific Project effect the mitigation or adaptive management measure intends to address; (d) operational feasibility; (e) operational sustainability; and (f) impacts the recommended measures may have on the scope, scale and viability of the project (per the Adaptive Management Plan).

2.1.6.1 For adaptive management measures that may challenge the overall scope, scale, and viability of the Project, per the Adaptive Management Plan “reasonable” requires a higher degree of certainty that the Project is reasonably associated with the effect, and that the adaptive management measure has a reasonable likelihood of reversing the effect.

2.1.6.2 For greater clarity, proposals that would significantly challenge the scope, scale and/or viability of the Project will not be considered “reasonable” and will not be carried forward by the Chair, per the process outlined at Section 8.

2.2 The MEWG shall identify key areas of uncertainty and may recommend proposed monitoring and mitigation measures based on Early Warning Indicators (EWI) identified in management plans.

2.3 In the event that there is a MEWG dispute about whether a mitigation or adaptive management measure is Evidence-based, or whether an adaptive management measure may challenge the overall scope, scale, and viability of the Project, or the degree to which the Project is reasonably associated with the effect, the dispute may be referred to the Chair for dispute resolution after completion of the voting processes set out in Section 8.2.

2.4 When providing advice, guidance and recommendations, the MEWG will:

2.4.1 consider temporal and spatial overlap, including duration, between any potential change in the marine environment and Project-related activities and/or infrastructure;

2.4.2 consider the potential for Project-related activities and/or infrastructure to interact with the marine environment;

2.4.3 provide written rationale for proposed mitigation and/or management measures with specific reference to the relevant Evidence on which the measures were based; and

2.4.4 confirm the referenced baseline/monitoring data is relevant (e.g., based on pathways of potential effects) to the objectives of the Project Certificate when making recommendations respecting the collection of baseline data.

2.5 In fulfilling its role, the MEWG may:

2.5.1 make recommendations and provide advice to Baffinland, in accordance with Section 8, on any aspects of the Marine Monitoring Plan (MMP), which require the adoption of additional or revised monitoring programs and/or mitigation measures;

2.5.2 support cooperative arrangements between, or amongst, members of the MEWG and Inuit to protect the environment and the traditional relationship of Inuit with the marine



environment, with objectives that may include, but are not limited to:

- develop and update baseline data from which the Project can be effectively monitored and managed;
- incorporate an integrated approach for monitoring and management of Project-related environmental effects;
- include meaningful participation of Inuit in all aspects of environmental monitoring programs in all phases of Project development, including decommissioning and reclamation;
- integrate Evidence into the development and implementation of environmental effects monitoring programs and measures;
- collaborate on research programs, activities or initiatives relating to the marine environment;
- review the MMP and its implementation, and suggest recommended changes; and
- review and provide advice and recommendations for improvements relating to the following:
  - annual marine monitoring reports and results provided to the MEWG by Baffinland;
  - assessment of potential impacts of the Project on the marine environment and marine wildlife;
  - identification of gaps in regional data availability that may be preventing a full understanding of cumulative effects occurring in the marine environment;
  - effectiveness of mitigation measures implemented by Baffinland based on identified potential pathways of effects and Inuit observations, in consideration of temporal and spatial overlap of Project-related activities and/or infrastructure, and available monitoring data and IQ; and
  - development and implementation of adaptive management and/or mitigation measures.

### **3 ROLE OF THE NIRB**

- 3.1 The NIRB will support the functionality of the MEWG in a manner consistent with its post-approval monitoring mandate under the *Nunavut Planning and Project Assessment Act*, and will provide the MEWG with targeted advice as appropriate, which may result in revisions to these TOR.
- 3.2 The NIRB will consider questions and comments from the MEWG and issue advice or recommendations on these questions and comments annually in the NIRB Monitoring Report.
- 3.3 To ensure that MEWG questions or comments are addressed in the next NIRB Monitoring Report, the Chair of the MEWG (as defined in section 4.2) will provide MEWG questions and comments to the NIRB by the same date that technical comments on Baffinland's annual report to the NIRB are due, in or around August of each year.

## **4 COMPOSITION OF THE MEWG**

4.1 The MEWG consists of the following Parties:

- the Chair, as defined in Section 4.2;
- Members, as defined in Section 4.3; and
- Observers, as defined in Section 4.4.

4.2 In accordance with TC 77, the MEWG shall be chaired by an independent third party (the Chair) as chosen by the Members. The Chair is responsible for the scheduling and administration of MEWG meetings. The Chair will facilitate MEWG meetings in an unbiased manner with the aim of assisting the MEWG in fulfilling its objective and functions as set out in Sections 1 and 2.

4.2.1 The Chair shall exhibit the qualifications and qualities outlined in Appendix C.

4.2.2 When a new Chair is required, Members may each nominate up to two independent third party candidates for the position of Chair, with written rationale explaining how the candidate meets the Chair Qualifications and Criteria List. Note that the entire Government of Canada is one Member of the MEWG and may therefore only nominate up to two individuals overall (not two individuals per department).

4.2.3 Baffinland will prepare a budget based on the scope of work set out in these TOR and share this document with all candidates who meet the Chair Qualifications and Criteria List. After confirming the willingness of individual candidates to sit as Chair based on the budget, Baffinland will prepare a shortlist of no less than three candidates drawn from the group of willing candidates and circulate the shortlist to the Members (of which no more than one candidate may be Baffinland's nominee). The nominating party will not be identified in the shortlist.

4.2.4 A virtual meeting of the Members will be scheduled by Baffinland with at least fourteen (14) days prior notice, and the Chair will be selected following discussions of the shortlisted candidates based on a unanimous vote among the Members. The shortlisted candidates may be invited to participate in part of the meeting to introduce themselves to the Members and present their qualifications. Should a unanimous vote not be achievable, MEWG Members may refer the matter of appointment of the Chair to NIRB for advice, and should the matter remain unresolved, the Chair selection process will re-start per Section 4.2.2.

4.2.5 Figure D1 in Appendix D depicts the selection process for the Chair.

4.2.6 In fulfilling its role, the Chair or their delegate shall:

- direct Baffinland to:
  - schedule and organize MEWG meetings (including venue bookings, logistics, flights/room bookings for HTO participants, interpretation and translation of documents as requested, etc.);
  - ensure the Annual Schedule for the MEWG, as set out in Section 7, is maintained;

- circulate MEWG meeting invitations, agendas, and supporting documentation;
- record all MEWG votes and recommendations in writing;
- organize and maintain all MEWG records and documentation, including development of meeting minutes, distribution of drafts for comments, and finalizing meeting minutes; and
- circulate meeting minutes to Members and Observers following meetings;
- facilitate MEWG meetings in an unbiased manner that provides opportunities for all Members to provide information and input on the topics discussed;
- assist the MEWG in fulfilling its objective and functions as set out in Sections 1 and 2;
- generate bi-annual (twice per year) reports (Chair Reports) on the activities of the MEWG, including the identification and resolution of Final Member Recommendations (see Section 8.2.11); and
- handle personal information shared by Members (including contact information) in a manner that is consistent with applicable federal, territorial and provincial privacy legislation.

4.2.7 The Chair may resign from the MEWG by providing 60-days' written notice of resignation to the MEWG Members.

4.2.8 Should any Member have concerns that the Chair is not fulfilling its duties in accordance with these TOR and/or in a manner consistent with the Chair qualifications, any Member may initiate a request for termination of the Chair to the other Members with justification in writing. In the event that the Chair is not able to resolve the performance issues raised by the Member to the satisfaction of that Member, that Member can request a vote on whether the Chair should be terminated. The MEWG Members shall vote upon the proposed termination, and the Chair will be terminated if the proposed termination has more than 80% support of the MEWG Members, including Baffinland, at which point a new appointment process will be triggered in accordance with this section 4.

4.2.9 Notwithstanding section 4.2.8 above, if Baffinland has concerns that the Chair has engaged in financial misconduct (e.g., failure to responsibly adhere to the budget provided by Baffinland) Baffinland may initiate a request for termination of the Chair to the other Members with justification in writing. If the Chair is unable to resolve Baffinland's concerns, the Chair will be terminated and a new appointment process will be triggered in accordance with this section 4.

4.3 The MEWG consists of representatives from each of the member parties (Members). The current list of MEWG Members is attached at Appendix B.

4.3.1 The following parties may elect to participate in the MEWG and, should they elect to participate, will be designated as Members:

- Ikajutit Hunters and Trappers Association (IHTA, Arctic Bay);
- Hall Beach Hunters and Trappers Association (HBHTA, Sanirajak);

- Igloodik Hunters and Trappers Organization (IHTO, Igloodik);
- Clyde River (Nangmautuaq) Hunters and Trappers Organization (NHTO, Clyde River);
- Mayukalik Hunters and Trappers Association (MHTA, Kimmirut); and
- Aiviq Hunters and Trappers Organization (AHTO, Kinngait).

4.3.2 The responsibilities of Members are as follows:

- attend MEWG meetings, participate in MEWG discussions, and provide recommendations based on Evidence;
- follow the MEWG Code of Conduct (see Appendix A);
- receive reports and draft MEWG meeting agendas and minutes, providing factual comments as needed or confirming that no further comments are to be provided, and responding in accordance with timelines set by the Chair;
- provide presentations of interest on topics including, but not limited to:
  - relevant research or other initiatives; and
  - best practices in the context of mitigation and management measures relevant to Project-related activities and infrastructure;
- receive correspondence submitted to the MEWG; and
- participate in MEWG decision-making on the items set out in these TOR.

4.4 The MEWG will also include the participation of the Observers listed in Appendix B. The current list of Observers is attached at Appendix B.

4.4.1 Members may request that the Chair, either in writing via email or verbally during any MEWG meeting, add additional organizations as Observers (Add Observer Request). In making an Add Observer Request, Members must outline the candidate organization's interest in participating in the MEWG including any expertise and/or mandate that would support the purpose and function of the MEWG, as set out in Sections 1 and 2. The Chair will provide Members with any Add Observer Requests within seven (7) days of receipt. Upon receipt of an Add Observer Request, Members shall, at their earliest convenience, vote on the Add Observer Request. Approval for an Observer candidate requires a vote with approval by at least 80% Members responding to the Chair's request within seven (7) days of receipt.

4.4.2 An Observer may be removed from the MEWG in the following circumstances:

- The Observer provides written notice to the Chair that it no longer wishes to participate in the MEWG; or
- A Member applies to remove an Observer by submitting written reasons to the Chair (Observer Removal Request). An Observer Removal Request must describe, with supporting Evidence, how the Observer's continued participation in the MEWG may negatively impact the MEWG's ability to carry out its mandate. The Chair will provide Members with any Observer Removal Requests within seven (7) days of receipt, and Observers will be given an opportunity by the Chair to respond to the identified concerns. Upon receipt of an Observer Removal Request, Members shall, at their earliest convenience, vote on the Observer Removal Request. Approval for an Observer candidate requires a vote with approval by at least 80% Members responding to the Chair's request within seven (7) days of receipt.

4.4.3 In the event of a dispute regarding the process for addition or removal of an Observer, and after the steps to add or remove an Observer have taken place under section 4.4.1 or 4.4.2, the matter may be referred to the Chair for dispute resolution. The procedural details of such dispute resolution will be determined by the Chair but must be completed within 45 days.

4.4.4 The responsibilities of Observers are as follows:

- follow the MEWG Code of Conduct (see Appendix A);
- attend MEWG meetings, in an Observer capacity;
- receive correspondence submitted by Baffinland to the MEWG;
- receive annual reports and relevant technical documentation;
- comment on reports and minutes (to ensure the factual accuracy of any minutes reflecting the participation of the Observer in the meeting) in a timely manner; and
- time permitting and if agreed upon or requested by Members, provide presentations of interest to Members at MEWG meetings on topics including, but not limited to:
  - relevant research and/or other initiatives; and
  - best practices in the context of mitigation and management measures relevant to Project-related activities and infrastructure.

4.4.5 For greater clarity, the participation of Observers is included to facilitate the sharing of expertise on matters of significant importance to the MEWG, and Observers will participate fully in discussions and comments on draft reports, agendas, and minutes in order to ensure that MEWG decisions are informed by their expertise, but possess no voting rights with respect to the MEWG and are not granted the ability to make recommendations.

4.5 Members (except Baffinland, IHTA, HBHTA, IHTO, NHTO, MHTA and AHTO) shall annually designate a maximum of two (2) representatives to participate in the MEWG throughout the

year-long MEWG meeting cycle. HTO Members and QIA may designate a list of up to four (4) potential representatives to participate in the MEWG throughout the year-long MEWG meeting cycle, however a maximum of two (2) representatives from each HTO and QIA may participate in any given MEWG meeting unless otherwise agreed by the Chair. At their election, any HTO may include a subject matter expert as one of their two representatives attending a meeting.

Observers may annually designate a maximum of two (2) representatives. Where a Member or Observer believes that another representative could assist the MEWG in discussion and recommendations on a specific agenda topic, that Member or Observer may substitute another representative for a regular representative, or request permission from the Chair to allow an additional representative to attend in an observer capacity. It is acknowledged that such substitutions/Chair requests would be the exception and subject to a reasonable rationale, which provides a clear link between the expertise of the substituted representative(s) and the agenda topic in question, and that each Member (except Baffinland) subject to 4.5.1 shall have no more than two (2) representatives participating in any given meeting. Subject matter experts will only attend meetings if a representative of the Member or Observer is also in attendance in order to provide direction and advice to the subject matter experts.

4.5.1 In addition, QIA shall be entitled to include up to 2 additional subject matter experts to participate in any MEWG meeting if needed in order to address topics on the agenda.

4.5.2 Should the Chair determine that a reduced number of representatives is necessary to preserve functionality of the MEWG for a specific discussion or issue, or in order to complete the agenda of a specific MEWG meeting, the Chair may:

- Reduce the number of Observer representatives to one (1) or zero (0);
- Decide a maximum of one (1) representative of each Member or Observer attend a regular meeting in person and that others attend by video or audio conference;  
or
- Suggest any other modifications to the agenda and type of participation which are necessary in the circumstances.

In deciding whether to reduce the participation of any representative, the Chair shall consider whether the representative brings experience and perspectives that are not otherwise available to the MEWG.

4.5.3 To appoint an individual for participation in the working groups on behalf of the organization representative, Members and Observers must submit a summary to the Chair outlining the individual's relevant credentials and competency. Relevant credentials and competency may include, but are not limited to:

- possession of Evidence related to the MEWG's mandate;
- completion of academic training related to the MEWG's mandate;

- professional experience in environmental assessments and associated regulatory processes for mining, natural resource projects, or shipping operations or other matters related to the MEWG's mandate; and/or
- previous participation in working groups with a mandate similar to the MEWG.

- 4.5.4 Any prospective Inuk representative is exempt from the requirements set out in Section 4.5.3.
- 4.5.5 Representatives should make best efforts to consistently participate in the MEWG to ensure continuity between MEWG meetings and information shared therein.
- 4.6 Should a Member or Observer wish to invite additional experts (technical, academic, Indigenous knowledge etc.) or other guests (e.g., students, researchers, potentially affected local residents etc.) to a MEWG meeting, a request should be submitted to the Chair at least fifteen (15) days prior to a scheduled in-person meeting or seven (7) days prior to a scheduled virtual meeting. The Chair will circulate such request in advance of the meeting to ask for objections to the additional participation. If the Chair objects to the addition, after consulting with the Members, the invitation will be declined.
- 4.7 The Chair may make a virtual/remote participation option available for in-person meetings upon request, and may direct additional participants to participate remotely if meeting space is an issue.
- 4.8 In fulfilling their respective roles and responsibilities, Members and Observers must adhere to the MEWG Code of Conduct, attached as Appendix A to these TOR. By January 30 of each year, each member organization must issue a confirmation that the individuals participating in the working group have been granted authority to vote on recommendations and to trigger dispute resolution.
- 4.9 MEWG functions and decision-making shall acknowledge and respect that Inuit are the Holders and Owners of IQn, IQ, TK, and CK. Members and Observers wish to ensure that IQn, IQ, TK, and CK are properly considered in Baffinland's programs and measures and any MEWG Recommendations.
- 4.9.1 In support of this goal and as holders of IQn, IQ, TK, and CK, the following Members, should they elect to participate in the MEWG, are encouraged to share IQn, IQ, TK, and/or CK that they have access to or collected that they consider relevant to the purpose and function of the MEWG:
- QIA;
  - MHTO;
  - IHTA;
  - HBHTA;
  - IHTO;
  - NHTO;
  - MHTA; and
  - AHTO.

- 4.9.2 To the extent available, IQn, IQ, TK, and CK shared will include detailed information and attribution of source.
- 4.9.2.1 If a Member or Observer shares IQn, IQ, TK, and/or CK on behalf of another party, detailed information and attribution of source should be identified along with information confirming the verification of any IQ.
- 4.9.2.2 A Member or Observer may request, and other Members and Observers will respect, that specific IQn, IQ, TK, or CK information be treated as confidential where that has been requested by the original contributor of the information.
- 4.9.3 QIA will work with Baffinland to determine how IQn, IQ, TK, and CK shared in the MEWG is reported and archived by the QIA in accordance with Article 16 of the Mary River Project Inuit Impact and Benefit Agreement.
- 4.9.4 For greater clarity, Members listed in Section 4.9.1 may also provide input on scientific knowledge and/or knowledge of industry best practices (collected through community monitoring programs and projects, etc.).
- 4.9.5 Members listed in Section 4.9.1 will make best efforts to ensure their representatives are able to provide and comment on IQn, IQ, TK, and CK that is applicable to the Mary River Project.
- 4.10 In addition to holding Member status, Baffinland will:
- 4.10.1 work with the Chair to set an annual budget and cover reasonable costs associated with the operations of the MEWG, including costs relating to the Chair (see Section 6); and
- 4.10.2 review and respond to all MEWG Recommendations (see Section 8).
- 4.11 In the event of an addition or removal of a Member or Observer, Appendices to these Terms of Reference shall be amended accordingly by the Chair.

## **5 MATERIALS TO SUPPORT THE MEWG**

- 5.1 The Chair will provide guidance on any required documents to support effective meetings and set reasonable timelines for document exchange in advance of any meeting.
- 5.2 The Chair will work with MEWG Members to develop an annual meeting schedule and anticipated resources required for effective MEWG discussions and recommendations, including:
- A schedule for distribution of anticipated regular reports, as outlined in section 5.3;
  - A schedule and process for discussion of proposed monitoring programs for upcoming field seasons, provided in time for the MEWG to provide advice and recommendations regarding any adjustments required to monitoring programs; and
  - The process for distribution of results of, and discussion on an urgent basis regarding, the results of any Early Warning Indicators reflected in Management Plans.



5.3 Baffinland will make best efforts to provide Members and Observers with:

- copies of (or where applicable, NIRB Registry Numbers for):
  - monitoring reports relating to the MMP and the marine environment;
  - reports relating to interactions between the Project and marine wildlife and marine habitat;
  - operational management plans associated with the Project Certificate; and
  - the MMP and associated documentation; and
- any other documentation reasonably required by the MEWG, in the judgment of the Chair, relating to the interaction between the Project and the marine environment.

## **6 COSTS**

6.1 Unless otherwise agreed to by Baffinland, and subject to the exception in Sections 6.1.1, each Member will be responsible for its own costs of participation at the MEWG, including travel costs.

6.1.1 Baffinland will cover the reasonable costs associated with travel, accommodations, and incidentals, including an honorarium based on Baffinland's latest Honorarium and Per Diem Policy, for two (2) representatives of MHTO and one (1) representative of each of the following HTO organizations, should they elect to participate in the MEWG as Members:

- IHTA;
- HBHTA;
- IHTO;
- NHTO;
- MHTA; and
- AHTO.

6.2 Baffinland will be responsible for incidental costs of MEWG meetings such as venue, printing, and interpretation services, and refreshments where required.

6.3 Baffinland is not responsible for any costs associated with Observer participation in the MEWG.

## **7 ANNUAL OPERATING SCHEDULE**

7.1 In accordance with the Annual Operating Schedule, as outlined in Figure D2 in Appendix D, the Chair will, to the extent possible, hold the following meetings during the MEWG's year-long meeting cycle:

- three (3) regularly scheduled Regular Meetings (see Section 7.4);
- three (3) regularly scheduled Touchpoint Meetings (see Section 7.5); and
- additional Ad-hoc Meetings as determined by the Chair (see Section 7.6).

7.2 MEWG correspondence, documentation, and meetings will be conducted primarily in English. However, the Chair will, if requested, provide simultaneous translation for MEWG meetings to Inuktitut. Copies of meeting materials (i.e., recommendations, presentations, final agendas, final meeting minutes, and executive summaries of reports) will be provided in both English and

Inuktitut.

- 7.2.1 A Member or Observer that provides meeting materials is responsible for translating its meeting materials into English and Inuktitut.
- 7.2.2 The Chair is responsible for translating final agendas and final meeting minutes for each meeting into Inuktitut.
- 7.2.3 The Chair will use best efforts to circulate meeting materials in both English and Inuktitut at the same time, however Inuktitut translations may be delayed.
- 7.2.4 Figure D3 in Appendix D summarizes the process for distributing materials for each meeting type.
- 7.3 For all MEWG meetings, Members and Observers will make best efforts to appoint one (1) of its representatives as the lead that is responsible for its representative organization's consistent participation in the meetings and ensuring its participation is in accordance with the MEWG Code of Conduct.
- 7.4 Regular Meetings
  - 7.4.1 In accordance with the Annual Operating Schedule, the MEWG will hold three (3) regularly scheduled Regular Meetings per year.
  - 7.4.2 Two (2) Regular Meetings will be held in-person, rotating as practicable between:
    - Iqaluit;
    - Ottawa; and
    - Toronto or Oakville.

Efforts will be made at least every 2 years to replace one Iqaluit meeting with a meeting in a North Baffin community, if considered feasible by the Chair given logistical and other constraints.

A virtual participation option may be made available for any in-person meeting, at the discretion of the Chair. In exercising this discretion, the Chair will consider whether virtual participation is required to meet consultation obligations. Reasons of convenience alone will not be sufficient to permit virtual participation in an in-person Regular Meeting.

The third Regular Meeting will be held virtually. The Chair shall facilitate participation by the HTOs.
  - 7.4.3 Figure D2 in Appendix D outlines the focus of the respective Regular Meetings.
  - 7.4.4 The Chair will provide a draft Regular Meeting agenda (Draft Regular Meeting Agenda) to Members and Observers and request meeting materials from Members and Observers at least four (4) weeks in advance of each Regular Meeting.
  - 7.4.5 Members and Observers may provide to the Chair comments on the Draft Regular

Meeting Agenda, suggested additional Agenda topics, and required materials for the Regular Meeting at least three (3) weeks in advance of each Regular Meeting. Members and Observers will confirm to the Chair whether they will attend and whether attendance will be in person at that time.

- 7.4.6 The Chair will provide a final Regular Meeting agenda (Final Regular Meeting Agenda) and any Regular Meeting materials (e.g., copies of presentations) to Members and Observers at least two (2) weeks in advance of each Regular Meeting. If advanced provision of materials is not possible, the materials should be circulated promptly during the meeting when the applicable agenda item is raised. If materials are not circulated on time, agenda items may be deferred or the meeting may be rescheduled, in the judgement of the Chair.
- 7.4.7 At each Regular Meeting, the Chair will review the list of action items agreed to with the MEWG. Part of this review will include identifying any priority action items, removing action items that have been completed, and providing any clarification required to confirm what steps must be taken for the action to be considered complete. The Chair may assign any Member or Observer to action items. Where time does not permit at a Regular Meeting, the Chair will provide the list of action items in writing to the MEWG within seven (7) days following the completion of the respective Regular Meeting.
- 7.4.8 The Chair may call on a Member to provide a presentation or discussion of relevant programming or results at a Regular Meeting.
- 7.4.9 The Chair will provide draft Regular Meeting minutes (Draft Regular Meeting Minutes) to Members and Observers within twenty one (21) days of the completion of each Regular Meeting
- 7.4.10 Members and Observers will provide feedback on Draft Regular Meeting Minutes within fourteen (14) days of receipt of the Draft Regular Meeting Minutes. As finalized meeting minutes serve as an accurate record of what occurred during meetings, Members and Observers agree that:
  - Comments will be constrained to correcting any factual inaccuracies and not on editorial comments. Any editorial comments not shared during the Regular Meeting will not be added to the minutes. Any Member or Observers may share such comments separately in writing to Baffinland.
  - Members and Observers are responsible for correcting any statements made during the Regular Meeting in error.
  - Members and Observers will not provide comments on behalf of other Members or Observers.
- 7.4.11 The Chair will provide final Regular Meeting minutes (Final Regular Meeting Minutes) for each Regular Meeting, issued in English, to Members and Observers within fourteen (14) days of receipt of comments on the Draft set out in 7.4.10. The Chair will provide the same in Inuktitut as soon as available.

7.4.12 Baffinland will post Final Regular Meeting Minutes to its website within fourteen (14) days of receipt and include the same as part of its Annual Report to the NIRB.

7.4.13 Figure D4 in Appendix D depicts the process for a Regular Meeting, as set out in this Section 7.4.

## 7.5 Touchpoint Meetings

7.5.1 In accordance with the Annual Operating Schedule, the MEWG will hold up to three (3) regularly scheduled Touchpoint Meetings per year. If in the discretion of the Chair a Touchpoint Meeting is not required, for example because all Members and Observers decline to participate, the Chair may cancel the Touchpoint Meeting.

7.5.2 Touchpoint Meetings serve to provide Members other than Baffinland the targeted opportunity (in addition to opportunities made available during Regular Meetings) to inform Baffinland of potential and/or forthcoming advice, information, concerns, monitoring data, and queries associated with Project-related activities and infrastructure. Time permitting, other relevant information exchange opportunities may be provided at Touchpoint Meetings. The Chair may identify special topics to be covered at a Touchpoint Meeting.

7.5.3 Touchpoint Meetings will follow a standing agenda developed by the Chair with equal time allotments provided for each Member and Observer. Members and Observers retain the discretion to use their allotted time as they see fit, keeping in mind the objective of the Touchpoint Meetings outlined in Section 7.5.2.

7.5.3.1 The Chair will ensure there is an opportunity at Touchpoint Meetings for any of the following Members to share any IQn, IQ, TK, and/or CK which is relevant to the Agenda topics and if it is appropriate in the view of the Member:

- QIA;
- MHTO;
- IHTA;
- HBHTA;
- IHTO;
- NHTO;
- MHTA; and
- AHTO.

7.5.4 Members and Observers will send any materials they plan to use in Touchpoint Meetings to the Chair at least two (2) weeks prior to the scheduled Touchpoint Meeting. Upon receipt, the Chair will circulate the materials to Members and Observers at its earliest convenience.

7.5.5 Baffinland will participate in the Touchpoint Meetings by actively listening to Member and Observer presentations and commentary therein. Baffinland may respond to Member and Observer questions if the relevant Member or Observer requests that Baffinland do

so during its allotted time.

- 7.5.6 Should a Member or Observer decline to utilize its allotted time at a Touchpoint Meeting, the Chair may elect to delegate the allotted time to general roundtable discussion or, alternatively, end the Touchpoint Meeting early.
- 7.5.7 The Chair will follow the timeline and process for finalizing minutes for Touchpoint Meetings set out for Regular Meetings in Section 7.4 above.
- 7.5.8 Members and Observers are not required to attend Touchpoint Meetings but are encouraged to do so. The Chair may, at its discretion, accept written advice on the topic under discussion at a Touchpoint Meeting from Members and Observers unable to attend so long as the Chair receives the written advice at least two (2) days prior to the scheduled meeting. The Chair will circulate any accepted written advice to the Members and Observers attending the Touchpoint Meeting at its earliest convenience.
- 7.5.9 Figure D5 in Appendix D depicts the process for a Touchpoint Meeting, as set out in this Section 7.5.

## 7.6 Ad-hoc Meetings

- 7.6.1 The MEWG may hold additional virtual meetings each year (Ad-hoc Meetings). These meetings will be topic-specific, and could include:
  - Proponent-led meetings requesting priority feedback on planning;
  - development and review of five-year monitoring program schedules;
  - presentations from Members on relevant regional research initiatives;
  - review of non-annual relevant materials (e.g., documentation listed in Section 5); and
  - time permitting, presentations of interest from Observers on topics including but not limited to:
    - relevant research initiatives; and
    - best practices in the context of mitigation and management measures relevant to Project-related activities and infrastructure.
- 7.6.2 Ad-hoc Meetings serve to address topic-specific issues that arise on a time sensitive basis. Any Member or Observer may request an Ad-hoc Meeting via written request to the Chair. The written request must include any meeting materials the Member or Observer intends to rely on at the Ad-Hoc Meeting. Upon Chair approval, the Chair will set a date for the Ad-hoc Meeting within fourteen (14) days of the date of receipt of the meeting request, notify all Members and Observers of the same, and distribute meeting materials to all Members and Observers.
- 7.6.3 Members and Observers are not required to attend Ad-hoc Meetings but are encouraged to do so. The Chair may, at its discretion, accept written advice on the topic under discussion at an Ad-hoc Meeting from Members and Observers unable to attend so long as the Chair receives the written advice at least two (2) days prior to the scheduled meeting. The Chair will circulate any accepted written advice to the Members and

Observers attending the Ad-hoc Meeting at its earliest convenience.

7.6.4 The Chair will follow the timeline and process for finalizing minutes for Ad-hoc Meetings set out for Regular Meetings in Section 7.4 above.

7.6.5 Figure D6 in Appendix D depicts the process for an Ad-hoc Meeting, as set out in this section 7.6.

7.7 Annual Marine Monitoring Report Review

7.7.1 One Regular Meeting shall be scheduled after Baffinland submits its annual report submission to the NIRB and before comments on the annual report to the NIRB are due. The focus of this Regular Meeting will be on discussing monitoring results and providing Members with the opportunity to ask questions prior to submitting comments on the annual report.

**8 MEWG RECOMMENDATIONS**

8.1 The MEWG may make recommendations to Baffinland (MEWG Recommendations) that are consistent with the purpose and function of the MEWG outlined at Sections 1 and 2 of these TOR, and enforceable in accordance with this section. A minimum of five Members (which must include Baffinland, QIA and at least one representative of each of the Government of Nunavut and the Government of Canada) must participate in a vote in order to meet quorum for a vote on recommendations.

8.1.1 In the event that one of the five Members is unable to attend a MEWG meeting, that Member may authorize another Member to vote, as their proxy, on a Recommendation.

8.1.2 In the event that one or more of the five Members does not attend more than two consecutive meetings, quorum can be met despite the absence of such Member(s).

8.2 Members will develop MEWG Recommendations in accordance with the following process, as summarized in Figure D7 in Appendix D:

8.2.1 The sponsoring Member will send a draft recommendation in writing (Draft Recommendation) to the Chair for circulation to the MEWG. The Chair shall circulate the Draft Recommendation within thirty (30) days to the MEWG Members and Observers.

8.2.2 Members that are HTOs may orally present a recommendation with detailed rationale, which the Chair will promptly record in writing (also a Draft Recommendation) and circulate to the MEWG.

8.2.3 The Chair will send the Draft Recommendation to all Members. Members will have thirty (30) days to provide comments and input on the Draft Recommendation. If Baffinland identifies to the Chair that the Draft Recommendation would significantly challenge the scale, scope and/or viability of the Project, the Chair may make a determination that the Draft Recommendation does not meet the “reasonableness” test described at Section 2 above and that the Draft Recommendation will therefore not proceed to further process steps outlined in Section 8, including the voting processes outlined below. If the Chair

rejects the Draft Recommendation, it is open to the sponsoring Member to revise and restart the recommendation process in accordance with section 8.2.1 or 8.2.2, as applicable.

- 8.2.4 The sponsoring Member may incorporate feedback received from other Members in a revised Draft Recommendation.
- 8.2.5 The sponsoring Member will submit a final proposed recommendation (Final Member Recommendation) to the Chair within thirty (30) days of receiving Member feedback. The Chair will promptly circulate the Final Member Recommendation to the Members.
- 8.2.6 Within sixty (60) days of receipt of the Final Member Recommendation, Baffinland will provide a written response (Recommendation Response), including reference to supporting Evidence and consideration of any identified limitations and opportunities. The Recommendation Response will also include a discussion of efforts made to seek feedback or additional guidance from the Members listed in Appendix B and how Baffinland considered this advice in its response.
- 8.2.7 The timelines for submitting a Final Member Recommendation under Section 8.2.5, and the Recommendation Response under Section 8.2.6, may be adjusted based on a proposal by the Member sponsoring the Recommendation and if the adjusted timelines are accepted by the Chair.
- 8.2.8 If Baffinland supports the Final Member Recommendation, it will be deemed a “MEWG Recommendation” and Baffinland will submit an action plan, including a timeline for implementing the MEWG Recommendation, with its response described above.
- 8.2.9 If Baffinland does not support the Final Member Recommendation, the Chair will circulate the Final Member Recommendation and the Recommendation Response to the Members for a further vote.
- 8.2.10 Members, including the sponsoring Member and Baffinland, will have thirty (30) days to review the Final Member Recommendation and the Recommendation Response and submit in writing to the Chair whether or not they support the Final Member Recommendation, with rationale (Recommendation Vote). The Chair will facilitate oral opportunities for HTO Members as part of their participation in a Recommendation Vote as requested by those Members.
  - 8.2.10.1 As part of their participation in a Recommendation Vote, Members must confirm verbally or in writing that their vote reflects the position of their representative organization.
  - 8.2.10.2 Votes must be affixed with the signature of each Member. Electronic signatures are acceptable.
- 8.2.11 If the Recommendation Vote results in support of 80% of the Members participating in the vote, the Final Member Recommendation will be deemed a MEWG Recommendation and Baffinland will implement it. Baffinland must be included in the 80% vote threshold

in order for the recommendation to be deemed a MEWG Recommendation.

- 8.2.12 In the event that the Final Member Recommendation does not meet the voting thresholds described in Section 8.2.11, any Member wishing to pursue dispute resolution may provide notice to the Chair. The procedural details of such dispute resolution will be determined by the Chair but must be completed within 45 days. The dispute resolution process may result in recommendations by the Chair respecting modifications to the Final Member Recommendation. Should Baffinland not support the Final Member Recommendation as modified by the Chair, rationale must be provided by Baffinland to the Chair in writing.
- 8.2.13 If Baffinland does not support the Final Member Recommendation after advice is provided by the Chair respecting modifications, any Member or the Chair may refer the matter to NIRB for advice regarding resolution of a dispute over the Final Member Recommendation.
- 8.2.14 The Chair shall call a final vote on the Final Member Recommendation after advice is provided by NIRB. If the final vote meets the voting thresholds described in Section 8.2.11, the Final Member Recommendation will be deemed a MEWG Recommendation. If the final vote does not meet the voting thresholds described in Section 8.2.11, the Final Member Recommendation will not be deemed a MEWG Recommendation.
- 8.2.15 The Chair will provide a summary of all Final Member Recommendations, Recommendation Responses, and MEWG Recommendations in the Chair Reports. Baffinland will include the Chair Reports in its Annual Report to the NIRB pursuant to TC 77.
- 8.2.16 The Chair will maintain a register of all Draft Recommendations, Final Member Recommendations, and MEWG Recommendations (the MEWG Recommendations Register). The Chair will provide an updated version of the MEWG Recommendations Register to the NIRB on an annual basis.
- 8.3 The MEWG will follow the MEWG Recommendation process outlined in Section 8.2 during Regular Meetings but may also integrate discussion on recommendations at any MEWG meeting. MEWG Recommendations cannot be made at Ad-hoc Meetings.
- 8.4 For greater clarity, any recommendations accepted by Baffinland shall be treated as enforceable recommendations.

## **9 COMMUNICATIONS, REPORTING, AND COMMUNITY PARTICIPATION**

- 9.1 Baffinland will include the MEWG Chair Reports and a copy of all Final Regular Meeting Minutes, Touchpoint Meeting Minutes and Ad-hoc Meeting Minutes, in its Annual Report to the NIRB pursuant to TC 77.
- 9.2 All Draft Recommendations, Final Member Recommendations, and MEWG Recommendations will be tracked and logged by the Chair and reported to the NIRB by Baffinland.



- 9.3 Baffinland and QIA, in consultation with the HTOs, will seek to coordinate the work of the MEWG with programs for community participation.
- 9.4 Baffinland will ensure that affected communities receive monitoring reports related to the implementation of the MMP in an effective and timely manner and that the results of the monitoring programs and mitigation measures are communicated in ways meaningful to Inuit.

## **10 REGULATORY AND INUIT AGREEMENT REQUIREMENTS PREVAIL**

- 10.1 Nothing in these Terms of Reference will have the effect of altering the requirements of any legislative, regulatory requirements applicable to the Project and/or any agreements between QIA and Baffinland including the Inuit Impact Benefit Agreement.

## **11 OTHER**

- 11.1 These TOR are subject to a review and update process (the details of which will be determined by the Chair, in consultation with the Members) commencing two years from the first working group meeting following the submission of these TOR to NIRB. This review and update will include consideration of the approach and processes applicable to “enforceable recommendations” described in these TOR, among other topics.
- 11.2 For greater clarity, it is open to Members to abstain from any vote set out in these TOR for any reason they deem appropriate.
- 11.3 In the event that a MEWG Member is aware of or believes that urgent action is required to address an immediate mitigation or monitoring need, the Member can refer the matter to the Chair and to Baffinland for immediate review, and Baffinland and the Chair will provide an update at the next MEWG meeting regarding any action taken as a result of the review.

## **APPENDIX A: CODE OF CONDUCT FOR MEWG**

Members and Observers shall participate in the MEWG in a respectful, positive, and constructive manner.

Members shall be granted participation priority over Observer participation.

Members and Observers will only speak when called upon by the Chair, and will allow other Members and Observers the opportunity to fully share their thoughts before offering interjections.

**APPENDIX B: CURRENT LIST OF MEWG MEMBERS AND OBSERVERS**

**(last updated November 2024)**

**MEWG Members (as designated by Term and Condition 77):**

<b>Member</b>	<b>Scope of Organizational Mandate in Relation to MEWG Participation (to be populated by each Member, as directed by the Chair)</b>
QIA	
Mittimatalik Hunters and Trappers Organization (MHTO)	
Clyde River (Nangmautuaq) Hunters and Trappers Organization (NHTO)*	
Igloolik Hunters and Trappers Organization (IHTO)*	
Hall Beach Hunters and Trappers Association (HBHTA)*	
Ikajutit Hunters and Trappers Association (IHTA)*	
Mayukalik Hunters and Trappers Association (MHTA)*	
Aiviq Hunters and Trappers Organization (AHTO)*	
Makivvik Corporation*	
Government of Nunavut, Department of Environment (GN)	
Environment and Climate Change Canada (ECCC)	
Fisheries and Oceans Canada (DFO)	
Parks Canada	
Baffinland	

\*indicates an entity that is entitled to participate as a Member, at its election.

**MEWG Observers:**

- Canadian Northern Economic Development Agency (CANNOR)
- Transport Canada
- the NIRB
- Oceans North (ON)
- World Wildlife Fund (WWF)

## **APPENDIX C: QUALIFICATIONS AND QUALITIES REQUIRED OF NOMINEES FOR MEWG/TEWG CHAIR**

Up to two people may be selected for the independent Chair position in order to ensure key qualifications are incorporated in the position. If two people are selected, they will act as co-Chairs. This individual (or individuals) will Chair both the MEWG and the TEWG. Chair compensation will be determined by Baffinland in accordance with reasonably competitive rates. Should co-Chairs be appointed, compensation will be equitable between co-Chairs, in a manner consistent with the allocation of duties for each Chair under the work plan.

### **1. Personal Characteristics**

- A reputation for integrity.
- Demonstrates excellent judgment and professional objectivity.
- Free of any conflicts of interest that might raise bias concerns. (For further clarification, being Inuit or being a member of one of the Mary River Project impacted communities does not constitute bias or a conflict of interest).
- Able to respond and adapt quickly and calmly in stressful and/or frequently changing conditions.
- Able to give strength and support to members while being resilient themselves.
- A strong personality with the ability to moderate to get the most out of the working group members.
- Effective leadership and strong project management skills.
- Willingness to travel within the Qikiqitani region, Ottawa and/or Toronto for up to 1 week at a time and up to 3 times per year.
- Strong preference will be given to Inuit from the Mary River Project impacted communities.

### **2. Education or Expertise**

- Inuit Qaujimajatuqangit (IQ) knowledge holder with a strong connection to the land and the environment; and/or
- Post-graduate degree in biology, natural resource management, or another relevant field.

### **3. Other Experience**

- Experience working in industry related to the management of interactions between wildlife and natural resource projects (specifically mining or shipping).
- Experience relating to Nunavut and/or other areas of the Canadian Arctic, specifically with respect to regulatory processes.
- Familiarity with the *Nunavut Agreement* and the *Nunavut Planning and Project Assessment Act*.
- Knowledge of federal, territorial and provincial privacy legislation applicable to personal information shared by working group members.
- Business acumen.
- Knowledge of business, financial, governmental or legal matters that are relevant to the Mary River Project.

### **4. Facilitation and Management Skills**

- Experience facilitating, organizing, chairing and managing meetings and working groups of diverse participants (including Indigenous knowledge experts, scientific experts, government personnel, and industrial proponents) tasked with making effective recommendations.

- Evidence of relevant mediation skills, including the ability to build consensus and to provide specific technical and/or IQ advice to MEWG Members in situations where consensus cannot be achieved.
- Strong time management, record keeping, and communication (including presentation and report writing) skills.
- Able to manage a small group of contractors or part-time employees to facilitate meeting logistics and other administrative duties (such as venue bookings, meeting minutes, agenda, and translation services), if needed.

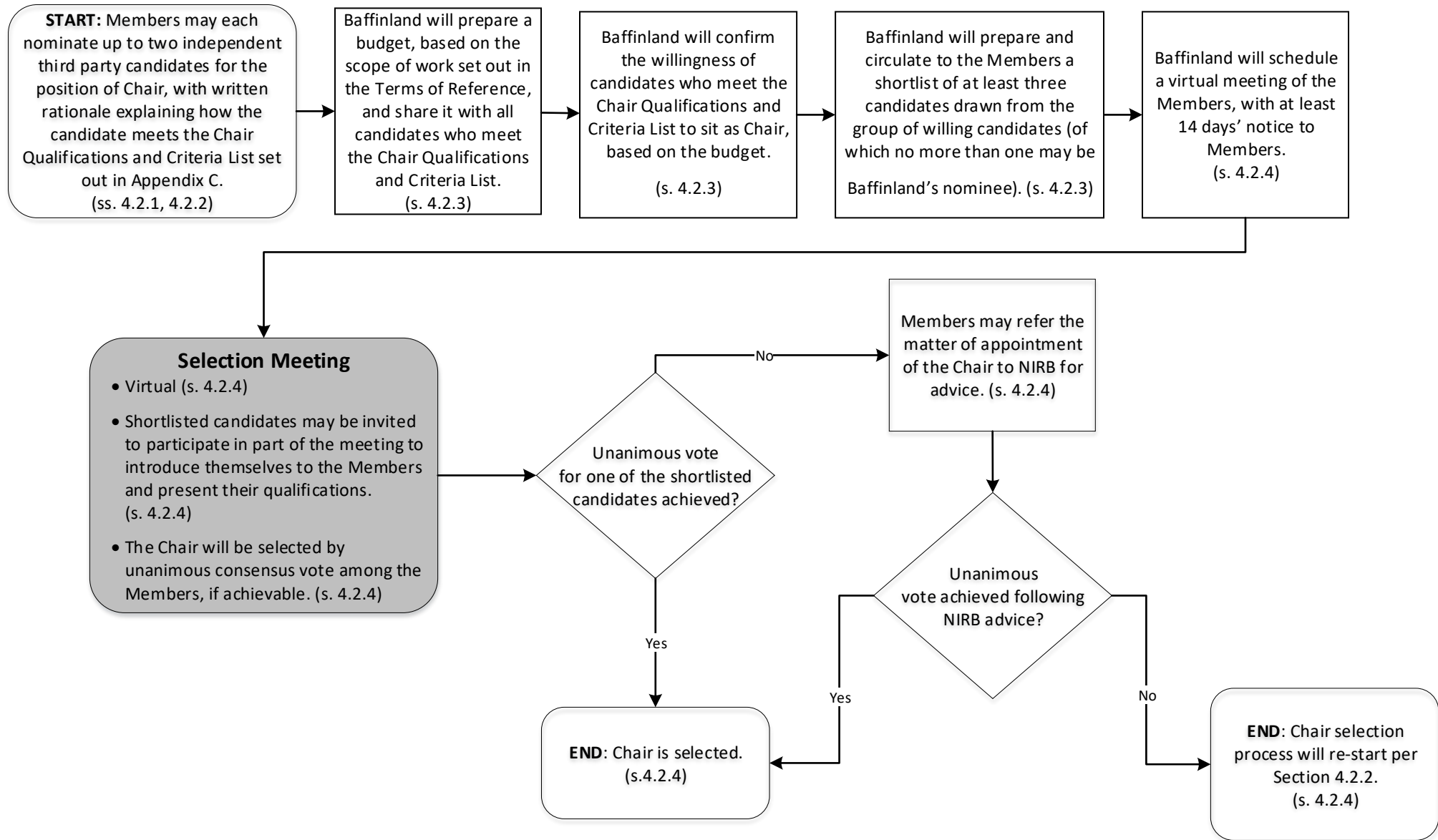
## **5. Communication Skills**

- Excellent verbal and written communications skills in English.
- Familiar with technical language used at the MEWG meetings and able to re-convey technical terms in plain English.
- Able to function in a multi-lingual environment, using translators and/or interpreters, with a preference given to nominees fluent in Inuktitut.
- Demonstrated cultural competence when working with Inuit.
- Able to apply emotional and cultural intelligence skills to help understand both spoken and unspoken communications, in order to assist in resolving underlying issues that may be driving a discussion.
- Can make everyone feel confident and safe enough to share their views.

#### **APPENDIX D: FLOWCHARTS TO GUIDE INTERPRETATION OF THE TERMS OF REFERENCE**

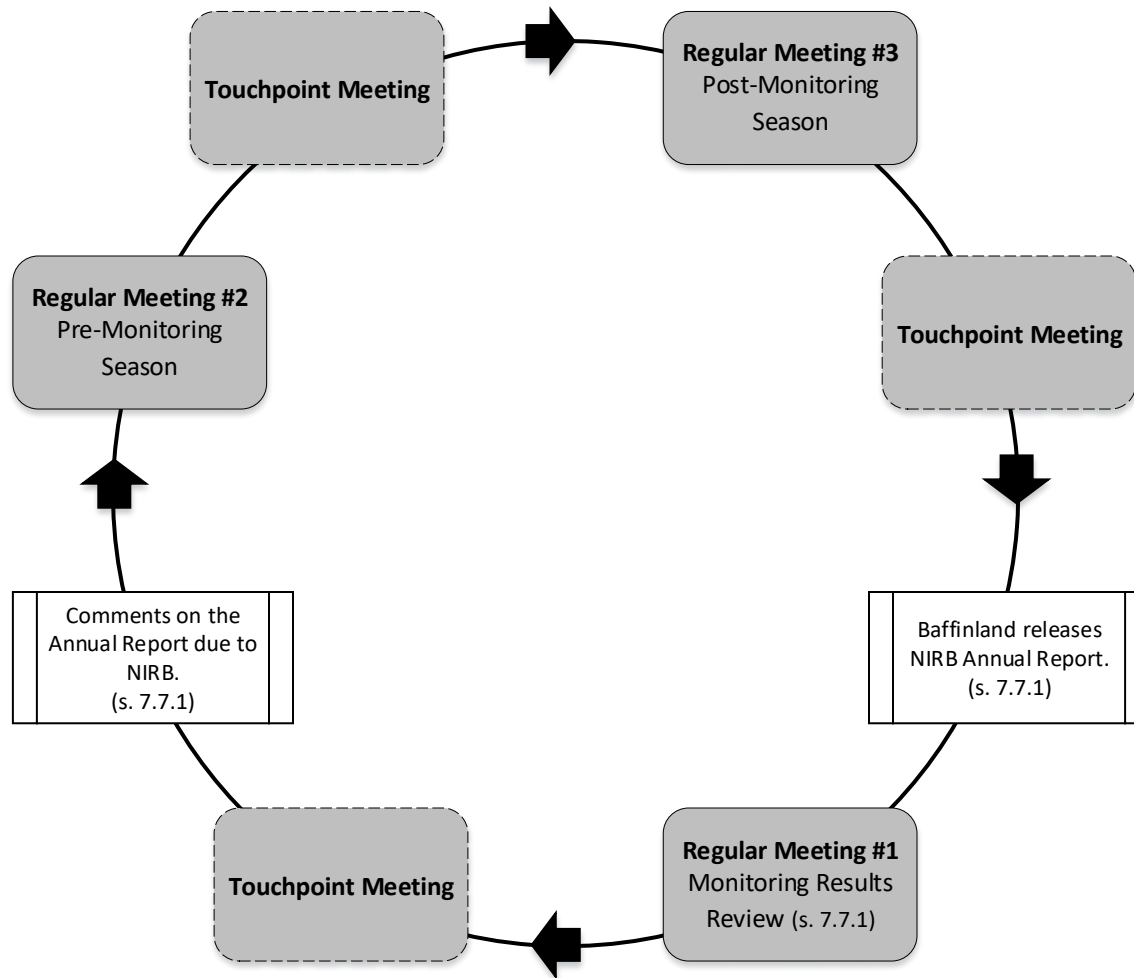
See attached. These flowcharts are to aid interpretation. Should there be a conflict between the flowcharts and these TOR, the TOR shall prevail.

**Figure D1 – Selection Process for Independent Chair  
(Article 4.2)**





**Figure D2 – Annual Operating Cycle  
(Article 7)**

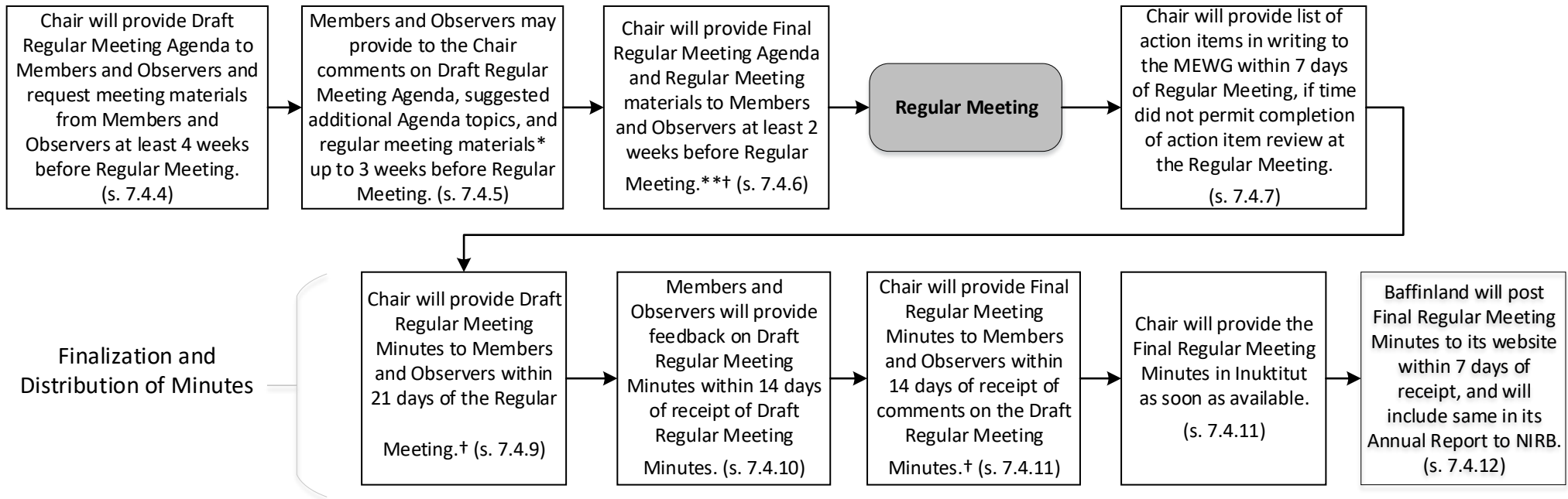


**Optional Additional Meetings**  
(see Figures D5 and D6)

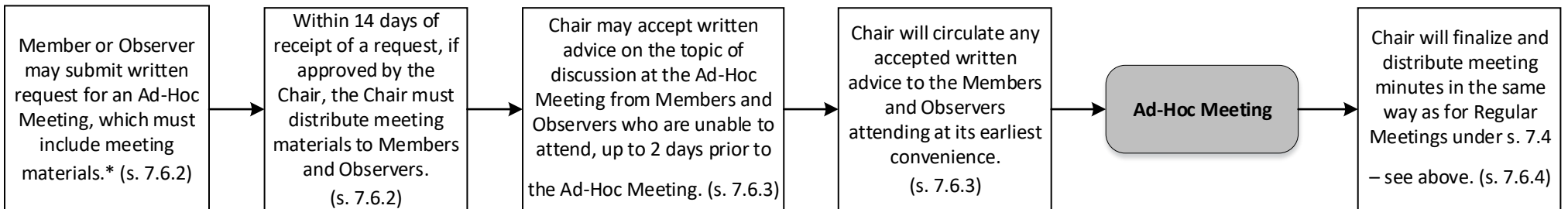
- **Touchpoint Meetings** (s. 7.5) – up to 3 regularly-scheduled, virtual meetings per year; fewer may be held at the discretion of the Chair.
- **Ad Hoc Meetings** (s. 7.6) – at the request of a Member or Observer, as approved by the Chair.

**Figure D3 - Materials Distribution Process for Each Meeting Type**

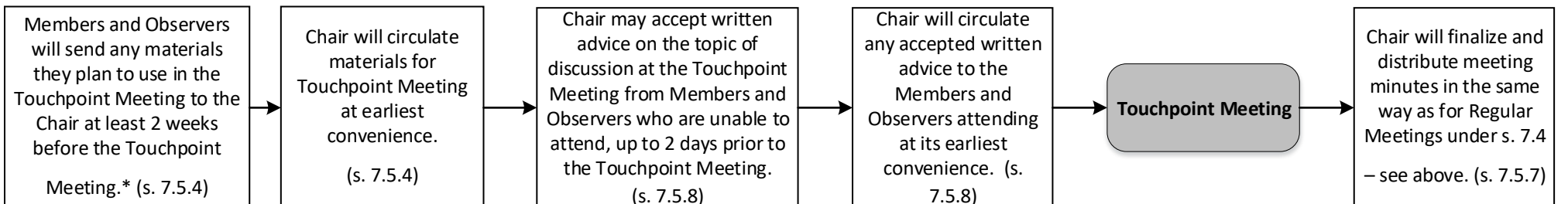
### Regular Meetings



### Ad-Hoc Meetings



### Touchpoint Meetings

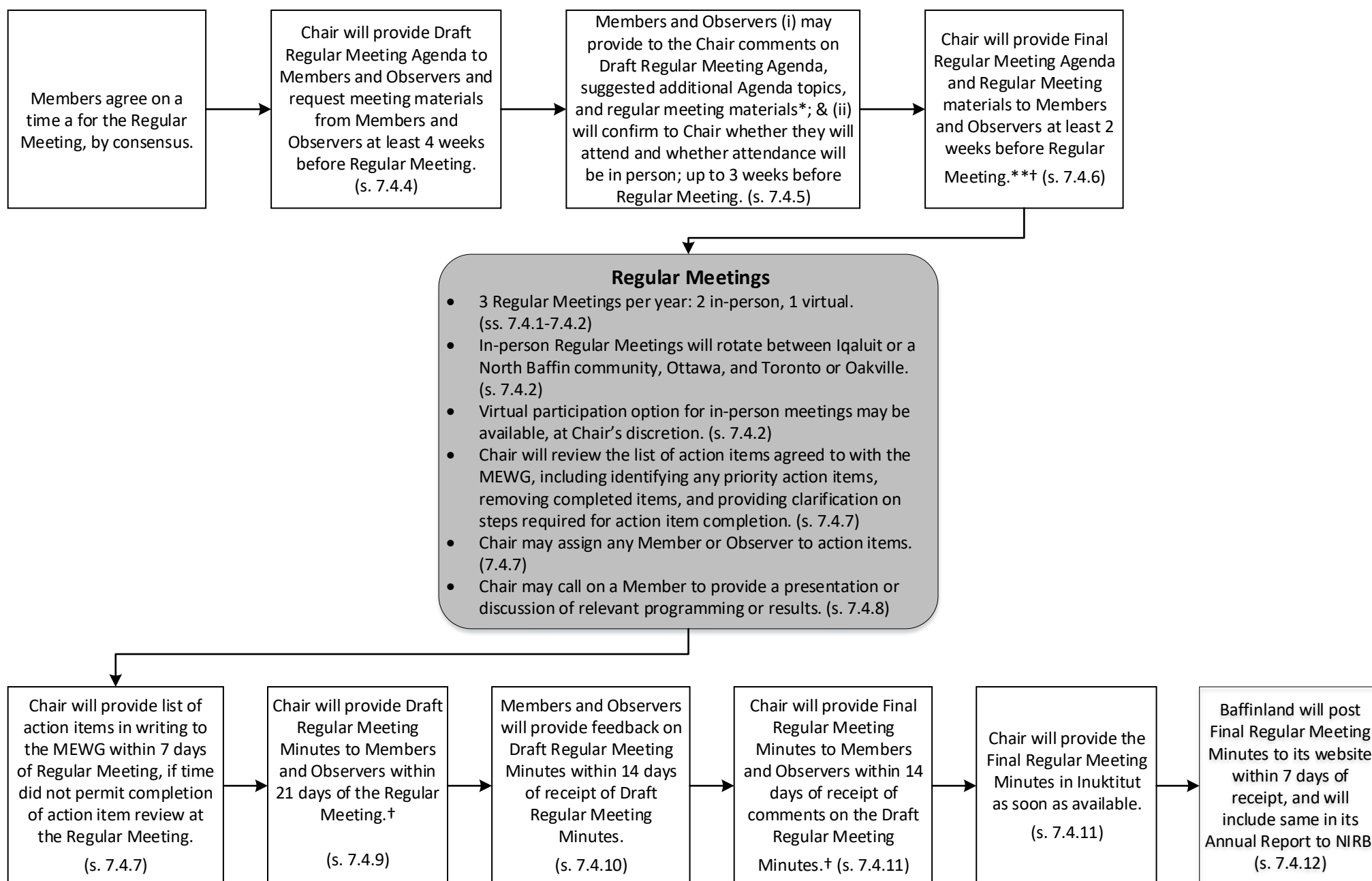


\*A Member or Observer that provides meeting materials is responsible for translating its meeting materials into English and Inuktitut (s. 7.2.1).

\*\*If meeting materials are not circulated on time, the Chair may opt to defer agenda items or reschedule the Regular Meeting (s. 7.4.6).

†Every attempt will be made to circulate the Agenda materials and minutes in both English and Inuktitut at the same time, however Inuktitut translations may be delayed (s. 7.2.3).

**Figure D4 – Regular Meeting Timeline  
(Article 7.4)**

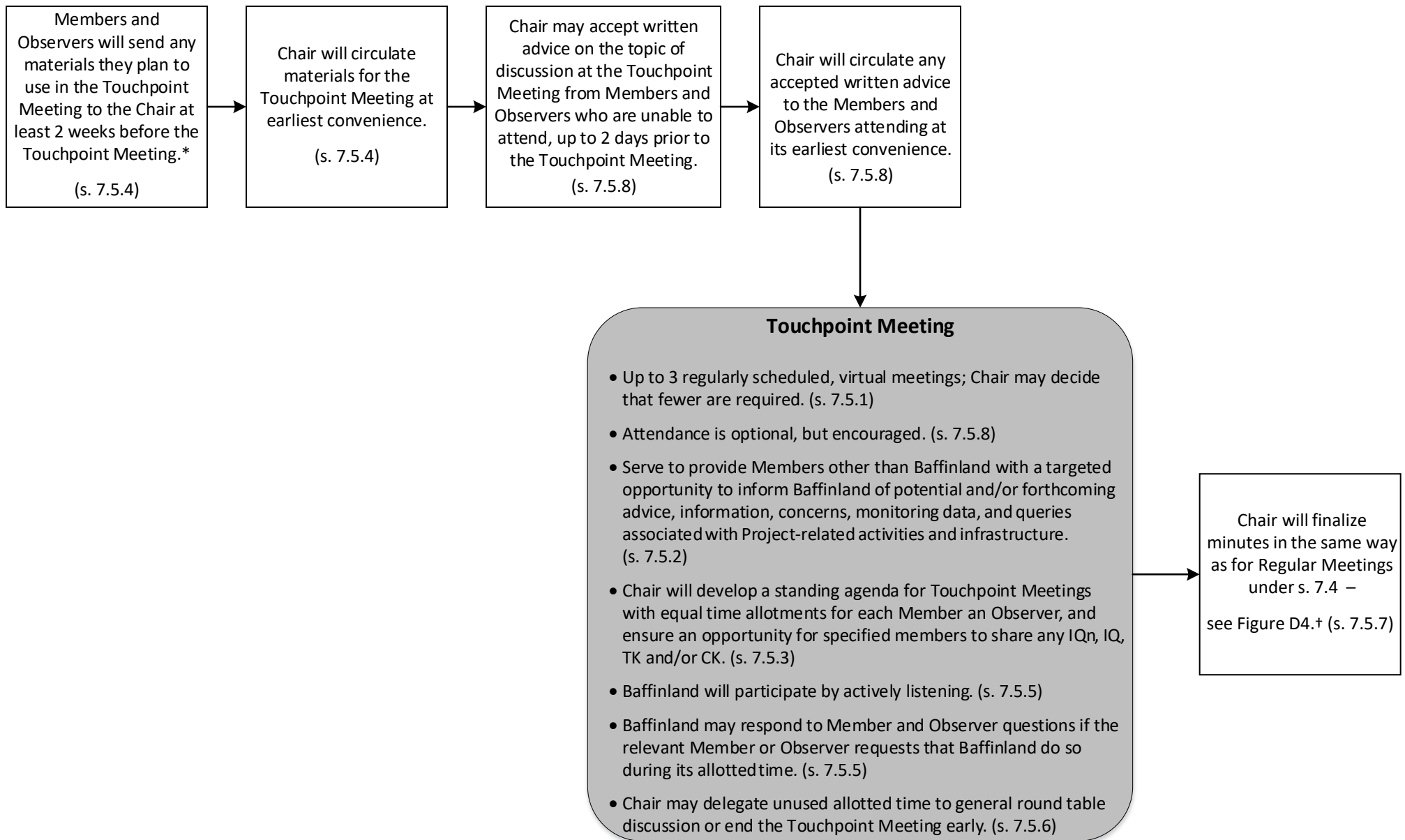


\*A Member or Observer that provides meetings materials is responsible for translating its meeting materials into English and Inuktitut (s. 7.2.1).

\*\*If meeting materials are not circulated on time, the Chair may opt to defer agenda items or reschedule the Regular Meeting (s. 7.4.6).

†Every attempt will be made to circulate the Agenda materials and minutes in both English and Inuktitut at the same time, however Inuktitut translations may be delayed (s. 7.2.3).

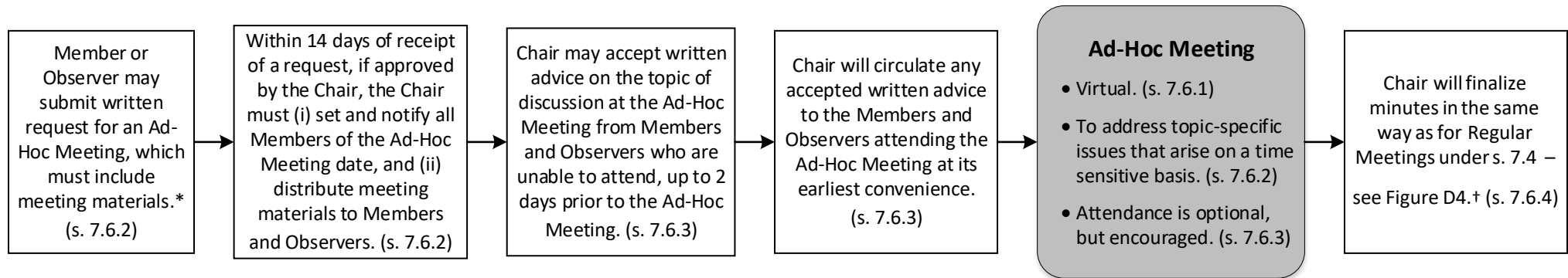
**Figure D5 – Touchpoint Meeting Timeline  
(Article 7.5)**



\*A Member or Observer that provides meetings materials is responsible for translating its meeting materials into English and Inuktitut (s. 7.2.1).

†Every attempt will be made to circulate the Agenda, materials, and minutes in both English and Inuktitut at the same time, however Inuktitut translations may be delayed (s. 7.2.3).

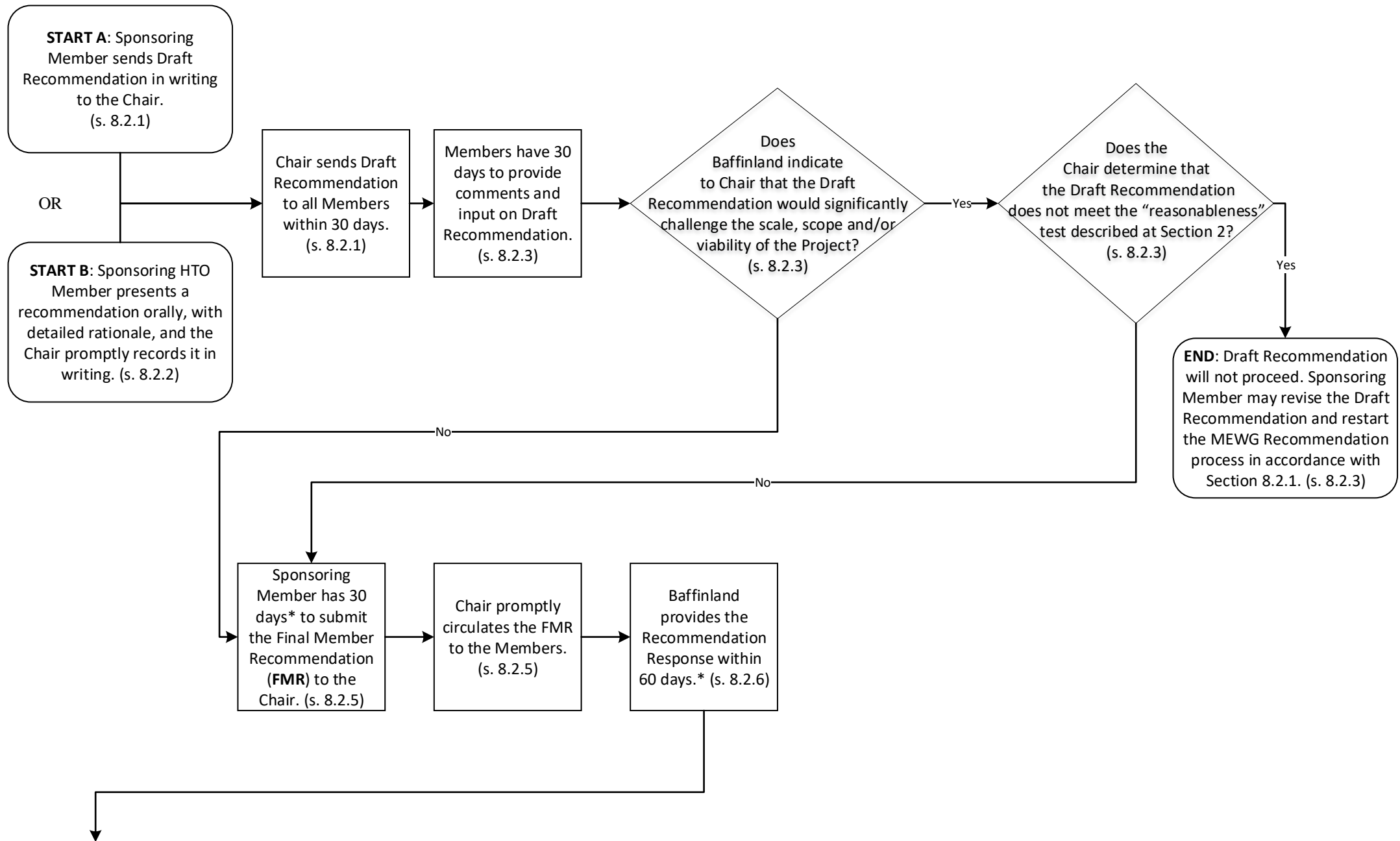
**Figure D6 – Ad-Hoc Meeting Timeline  
(Article 7.6)**



\*A Member or Observer that provides meetings materials is responsible for translating its meeting materials into English and Inuktitut (s. 7.2.1).

†Every attempt will be made to circulate the Agenda, materials, and minutes in both English and Inuktitut at the same time, however Inuktitut translations may be delayed (s. 7.2.3).

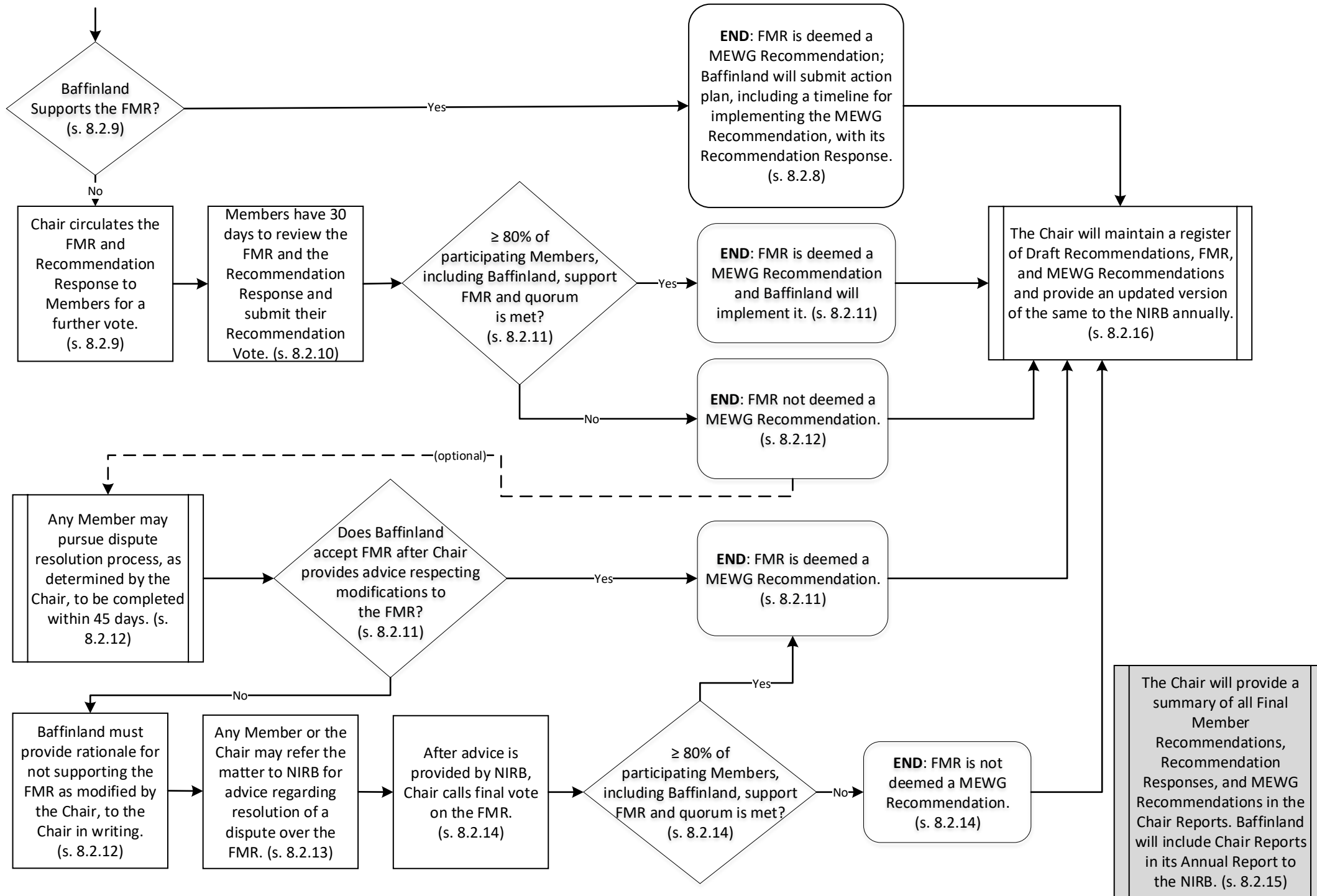
**Figure D7 - MEWG Recommendations Process  
(Article 8.2)**



(continue to next page)

\*Timeline may be adjusted based on a proposal by the Member sponsoring the recommendation, if the Chair accepts the proposal (s. 8.2.7).

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- ለጋራ ልማት ማረጋገጫ ለሚገባው ስራ ምዝገባ ማድረግ፤
- ለጋራ ልማት ማረጋገጫ ለሚገባው ስራ ምዝገባ ማድረግ፤

### 3 ለሥራ ምዝገባ ማረጋገጫ ማድረግ

- 3.1 ደረጃውን ለማረጋገጥ ለሚገባው ስራ ምዝገባ ማድረግ፤
- 3.2 ደረጃውን ለማረጋገጥ ለሚገባው ስራ ምዝገባ ማድረግ፤
- 3.3 ደረጃውን ለማረጋገጥ ለሚገባው ስራ ምዝገባ ማድረግ፤

### 4 ለሥራ ምዝገባ ማረጋገጫ ማድረግ

- 4.1 ደረጃውን ለማረጋገጥ ለሚገባው ስራ ምዝገባ ማድረግ፤
- 4.2 ደረጃውን ለማረጋገጥ ለሚገባው ስራ ምዝገባ ማድረግ፤









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[illegible]

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- [illegible]

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- [illegible]

## 6

Δρ<sup>c</sup>

6.1

6.1.1

- ልብረት ብርሃን ምልክት (IHTA);
- ካሚደንት ብርሃን ምልክት (HBHTA);
- ልብረት ብርሃን ምልክት (IHTO);
- ዲፕሎማቲክ ብርሃን ምልክት (NHTO);
- ፖለቲካ ብርሃን ምልክት (MHTA); ልብረት
- አስተዳደር ብርሃን ምልክት (AHTO).

6.2

6.3

## 7

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- ለኢሥላም (3) ክብርታዊ ልዩነት (ርዕሰ ልዩነት የሆኑት 7.4);
- ለኢሥላም (3) ክብርታዊ ልዩነት ጋንዲናብላብ ስሜት ስር ክብርታዊ ክብርታ (ርዕሰ ልዩነት የሆኑት 7.5); ልዩነት
- ስሜት ስር ክብርታዊ ልዩነት ልዩነት ልዩነት (ርዕሰ ልዩነት የሆኑት 7.6).

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### 7.2.1

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የህጋዊ ምርጫ ምክር ቤት አባላት ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

7.2.3 ልማት ምክር ቤት ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

7.2.4 ልማት ምክር ቤት ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

7.3 ርዕሰ ምክር ቤት ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

7.4 ርዕሰ ምክር ቤት ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

7.4.1 ርዕሰ ምክር ቤት ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

7.4.1 ርዕሰ ምክር ቤት ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

- ልማት ምክር ቤት
- ልማት ምክር ቤት
- ልማት ምክር ቤት

ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

7.4.2 ርዕሰ ምክር ቤት ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

7.4.3 ልማት ምክር ቤት ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

7.4.4 ልማት ምክር ቤት ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

7.4.5 ልማት ምክር ቤት ለሚመዘገቡ ሰዎች ለመሆን ለሚችሉት ሰዎች ማሳሰቢያ ይሰጣል፡፡

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ዲፎኒክሽን ወይም ሌላ ምልክት ለመግለጽ ሚኒስቴር ሚኒስትሩ ሊጠቀስ ይችላል። ለዚህ ዓላማ የሚገባውን ምርመራ ማድረግ ይገባል።

7.5.6 ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።

7.5.7 ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።

7.5.8 ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።

7.5.9 ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።

## 7.6 ከሚጠቀሙት ምርመራዎች

7.6.1 ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።

- ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።
- ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።
- ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።
- ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።
- ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።

7.6.2 ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል። ለምሳሌ፣ ለሚጠቀሙት ምርመራዎች ማረጋገጫ ማድረግ ይገባል።

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\*ዕድሜ ምዝገባ በጥንቃቄ ማረጋገጥ አስፈሪ ሲሆን፣ ማረጋገጥ ይኖርበታል።

### ርዕስ ለጥያቄው ማረጋገጫ ደብዳቤዎች:

- ከጥያቄው ለጥያቄው ማረጋገጫ ደብዳቤዎች (CANNOR)
- ለጥያቄው ማረጋገጫ ደብዳቤዎች ከጥያቄው
- ለጥያቄው ማረጋገጫ ደብዳቤዎች ከጥያቄው
- ለጥያቄው ማረጋገጫ ደብዳቤዎች (ON)
- ለጥያቄው ማረጋገጫ ደብዳቤዎች ደብዳቤዎች (WWF)

























## **TERRESTRIAL ENVIRONMENT WORKING GROUP**

### **TERMS OF REFERENCE**

These Terms of Reference (or TOR):

1. provide the framework under which the Terrestrial Environment Working Group (TEWG) and its Members and Observers will operate;
2. outline the purpose of the TEWG; and
3. describe the main functions by which the TEWG will fulfill its purpose.

These Terms of Reference were developed pursuant to the Nunavut Impact Review Board (NIRB) Project Certificate No. 005 (PC 005), Term and Condition No. 049, for Baffinland Iron Mines Corporation's (Baffinland, or the Proponent) Mary River Project (Project).

#### **DEFINITIONS**

"Adaptive Management Plan Precautionary Approach" means (as referenced in the Adaptive Management Plan) *"when an activity raises threats of harm to environmental, sociocultural, and economic wellbeing and resilience, precautionary measures and preventative action should be taken using a systems approach, even if some cause and effect relationships are not fully established."*

"Consensus" as that term is applicable to recommendations, means the voting thresholds set out in Section 8 of these Terms of Reference.

"Evidence" includes Inuit Qaujimaningit (IQn), Inuit Qaujimagatuqangit (IQ), Traditional Knowledge (TK), and Community Knowledge (CK) evidence in both written and oral forms and western science evidence and evidence of industry best practice in written form.

"Operational Feasibility" includes considerations of whether something is reasonably achievable from a technical, design, logistics or resourcing perspective and does not present any unacceptable risks to the safety of project personnel or other components of the Project operation.

"Precautionary Approach" means as stated in Project Certificate No. 005 Section 3.2 (j), *"for those items where a more stringent version of the precautionary principle has been applied, it is the Board's expectation that the adaptive management strategies chosen will be highly responsive to early warning signs that risks may materialize, and that rather than waiting for impacts to be noted before mitigation measures are triggered, thresholds and triggers will be set to require responses long before adverse impacts are likely"*.

"Precautionary Principle" means as stated in the NIRB Guidelines for the Project, *"where there are threats of serious or irreversible damage, lack of full scientific certainty must not be used as a reason for postponing cost-effective measures to prevent environmental degradation."*

"Project" means the Baffinland Iron Mines Corporation's Mary River Project.

“Project Certificate” means Project Certificate No. 005 issued by the Nunavut Impact Review Board for the Project, as amended from time to time.

“TC 49” means Term and Condition No. 049 of the Project Certificate.

## **1 PURPOSE OF THE TEWG**

1.1 TC 49 requires that, *“A Terrestrial Environment Working Group (TEWG) shall be established as an advisory oversight body, providing advice, guidance and enforceable recommendations to fulfill the intended objectives.”* The TEWG shall be established for the objectives set out in TC 49, namely, that: *“The Terrestrial Environment Working Group (TEWG) will provide advice, guidance and enforceable recommendations regarding: adding to and improving baseline information, mitigation measures for the protection of the marine environment, monitoring of effects on the terrestrial environment, assessing the accuracy of impact predictions, the development and implementation of adaptive management plans, sharing of relevant Inuit Qaujimajatuqangit, scientific and/or technical knowledge and industry best practice and, consideration of project changes that may be required to make sure the management of negative impacts is effective and that lasting damage to the terrestrial environment is prevented.”*

1.2 Also in accordance with TC 49, *“[t]he role of the TEWG is not intended to either duplicate or to affect the exercise of regulatory authority by appropriate government agencies and departments.”*

1.3 The TEWG is also referenced in the following terms and conditions of Project Certificate No. 005:

TC 14(b): *The Proponent, through coordination with the TEWG as may be appropriate, shall demonstrate appropriate adaptive management for project activities during operations which have the potential to produce noise and sensory disturbance to wildlife and other users of project areas.*

TC 21: *The Proponent shall ensure that the scope of the Aquatic Effects Monitoring Plan (AEMP) includes, at a minimum...*

*a. monitoring of non-point sources of discharge, selection of appropriate reference sites, measures to ensure the collection of adequate baseline data and the mechanisms proposed to monitor and treaty runoff, and sample sediments; and*

*b. measures for dustfall monitoring designed as follows:*

*i. to establish a pre-trucking baseline and collect data during Project operation for comparison;*

*ii. to facilitate comparison with existing guidelines and potentially with thresholds to be established using studies of Arctic char egg survival and/or other studies recommended by the Terrestrial Environment Working Group (TEWG); and,*

*iii. to assess the seasonal deposition (rates, quantities) and chemical composition of dust entering aquatic systems along representative*

*distance transects at right angles to the Tote Road and radiating outward from Milne Port and the Mine Site.*

*TC 51: The Proponent, either directly or as part of the TEWG, shall consider and, where appropriate, cooperate with relevant regional and/or community-based monitoring initiatives that raise issues or produce information pertinent to mitigating project-induced impacts. The Proponent shall give special consideration for supporting regional studies of population health and harvest programs for North Baffin caribou which help address areas of uncertainty for Project impact predictions.*

*TC 52: Within 3 months of issuance of the Project Certificate, the Proponent shall initiate design, and develop the timeline to test and implement means of deterring caribou from pits and other hazardous areas. A review of best practices and techniques will be undertaken at other Northern mines where interactions with caribou occur. Considerations should include temporary ribbon placement, inukshuks, or fencing and subsequent monitoring for effectiveness. These activities shall be reported back to the Terrestrial Environment Working Group.*

*TC 54: The Proponent shall provide an updated Terrestrial Environmental Management and Monitoring Plan which shall include, but not be limited to the following:*

- a. Details of the methods and rationale for conducting monitoring prior to the commencement of construction;*
- b. Monitoring for caribou presence and behavior during railway and Tote Road construction;*
- c. Description and justification of statistical design or other means of determining effect and proposed analyses to support the conclusions drawn from monitoring impacts of the mine and related infrastructure on wildlife;*
- d. Details of monitoring and mitigation activities, which should be established in collaboration with the Terrestrial Environment Working Group and are expected to include:*
  - i. Dust fall (fugitive and Total Suspended Particulates), that addresses methods to reduce risk to caribou forage from dust fall;*
  - ii. Snow track surveys during construction and the use of video-surveillance to improve the predictability of caribou exposure to the railway and Tote Road. Using the result of this information, an early warning system for caribou on the railway and Tote Road shall be developed for operation.*
- e. Details of monitoring thresholds related to level of mitigation and management; and*
- f. Details of a comprehensive hunter harvest survey to determine the effect on*



*caribou populations and potential effects on caribou behavior resulting from increased human access caused by upgrades to the Milne Inlet Tote Road (and any other roads if they are shifted from private to public use) and increase local knowledge of the mine site, including establishing pre-construction baseline harvesting data.*

*TC 59: The Proponent shall ensure that aircraft maintain, whenever possible (except for specified operational purposes such as drill moves, take offs and landings), and subject to pilot discretion regarding aircraft and human safety, a cruising altitude of at least 610 metres during point to point travel when in areas likely to have migratory birds, and 1,000 metres vertical and 1,500 metres horizontal distance from observed concentrations of migratory birds (or as otherwise prescribed by the Terrestrial Environment Working Group) and use flight corridors to avoid areas of significant wildlife importance. The Proponent, in collaboration with the Terrestrial Environment Working Group shall develop a program or specific measures to ensure that employees and subcontractors providing aircraft services to the Project are respectful of wildlife and Inuit harvesting that may occur in and around project areas.*

*TC 61: Whenever practical and not causing a human safety issue, a stop work policy shall be implemented when wildlife in the area may be endangered by the work being carried out. An operational definition of “endangered” shall be provided by the Terrestrial Environment Working Group.*

*TC 73: The Proponent shall develop detailed and robust mitigation and monitoring plans for migratory birds, reflecting input from relevant agencies, the Qikiqtani Inuit Organization and communities as part of the Terrestrial Environment Working Group and to the extent applicable the Marine Environment Working Group.*

*TC 188: The Proponent working with the TEWG is required to develop a program for identification of conditions with high risk for dust dispersal and plan for additional mitigation measures that shall be applied at the times the conditions are present. The program shall also include the use of dust suppressants.*

## **2 FUNCTIONS OF THE TEWG**

- 2.1 Consistent with the Project Certificate terms and conditions referenced at Section 1 of the TOR, the TEWG will provide advice, guidance and enforceable recommendations with respect to Baffinland’s terrestrial monitoring programs and mitigation measures developed to comply with the Project Certificate, including Baffinland’s efforts to:
  - 2.1.1 collect and improve baseline and monitoring data (which may include data collected in relation to the operating project and/or approved but not yet constructed project components);
  - 2.1.2 assess the accuracy of impact predictions;
  - 2.1.3 monitor for potential effects arising in whole or in part from Project-related activities and

infrastructure;

- 2.1.4 develop and implement adaptive management plans on terrestrial issues;
- 2.1.5 integrate Evidence in considering the accuracy of impact predictions;
- 2.1.6 collaboratively develop reasonable mitigations and adaptive management measures required so that the management of negative impacts is effective and lasting damage to the terrestrial environment is prevented during the construction, operations, closure, and reclamation of the Project, which consider spatial and temporal overlap of Project activities and impacts.

For the purposes of Section 2.1.6, “reasonable” means mitigation and adaptive management measures that are Evidence-based. Justifications of whether a proposal is “reasonable” must include: (a) consideration of the Precautionary Principle and Adaptive Management Plan Precautionary Approach; (b) the degree of certainty that the Project is at least partially causing the effect (as determined in consideration of available information showing potential causality); (c) the specific Project effect the mitigation or adaptive management measure intends to address; (d) operational feasibility; (e) operational sustainability; and (f) impacts the recommended measures may have on the scope, scale and viability of the project (per the Adaptive Management Plan).

2.1.6.1 For adaptive management measures that may challenge the overall scope, scale, and viability of the Project, per the Adaptive Management Plan “reasonable” requires a higher degree of certainty that the Project is reasonably associated with the effect, and that the adaptive management measure has a reasonable likelihood of reversing the effect.

2.1.6.2 For greater clarity, proposals that would significantly challenge the scope, scale and/or viability of the Project will not be considered “reasonable” and will not be carried forward by the Chair, per the process outlined at Section 8.

- 2.2 The TEWG shall identify key areas of uncertainty and may recommend proposed monitoring and mitigation measures based on Early Warning Indicators (EWI) identified in management plans.
- 2.3 In the event that there is a TEWG dispute about whether a mitigation or adaptive management measure is Evidence-based, or whether an adaptive management measure may challenge the overall scope, scale, and viability of the Project, or the degree to which the Project is reasonably associated with the effect, the dispute may be referred to the Chair for dispute resolution after completion of the voting processes set out in Section 8.2.
- 2.4 When providing advice, guidance and recommendations, the TEWG will:
  - 2.4.1 consider temporal and spatial overlap, including duration, between any potential change in the terrestrial environment and Project-related activities and/or infrastructure;
  - 2.4.2 consider the potential for Project-related activities and/or infrastructure to interact with the terrestrial environment;

- 2.4.3 provide written rationale for proposed mitigation and/or management measures with specific reference to the relevant Evidence on which the measures were based; and
- 2.4.4 confirm the referenced baseline/monitoring data is relevant (e.g., based on pathways of potential effects) to the objectives of the Project Certificate when making recommendations respecting the collection of baseline data.
- 2.5 In fulfilling its role, the TEWG may:
- 2.5.1 make recommendations and provide advice to Baffinland, in accordance with Section 8, on any aspects of the Terrestrial Environmental Management and Monitoring Plan (TEMMP), which require the adoption of additional or revised monitoring programs and/or mitigation measures;
- 2.5.2 support cooperative arrangements between, or amongst, members of the TEWG and Inuit to protect the environment and the traditional relationship of Inuit with the terrestrial environment, with objectives that may include, but are not limited to:
- develop and update baseline data from which the Project can be effectively monitored and managed;
  - incorporate an integrated approach for monitoring and management of Project-related environmental effects;
  - include meaningful participation of Inuit in all aspects of environmental monitoring programs in all phases of Project development, including decommissioning and reclamation;
  - integrate Evidence into the development and implementation of environmental effects monitoring programs and measures;
  - collaborate on research programs, activities or initiatives relating to the terrestrial environment;
  - review the TEMMP and its implementation, and suggest recommended changes; and
  - review and provide advice and recommendations for improvements relating to the following:
    - annual terrestrial monitoring reports and results provided to the TEWG by Baffinland;
    - assessment of potential impacts of the Project on the terrestrial environment and terrestrial wildlife;
    - identification of gaps in regional data availability that may be preventing a full understanding of cumulative effects occurring in the terrestrial environment;
    - effectiveness of mitigation measures implemented by Baffinland based on identified potential pathways of effects and Inuit observations, in consideration of temporal and spatial overlap of Project-related activities and/or infrastructure, and available monitoring data and IQ; and
    - development and implementation of adaptive management and/or mitigation measures.

### **3 ROLE OF THE NIRB**

- 3.1 The NIRB will support the functionality of the TEWG in a manner consistent with its post- approval monitoring mandate under the *Nunavut Planning and Project Assessment Act*, and will provide the TEWG with targeted advice as appropriate, which may result in revisions to these TOR.
- 3.2 The NIRB will consider questions and comments from the TEWG and issue advice or recommendations on these questions and comments annually in the NIRB Monitoring Report.
- 3.3 To ensure that TEWG questions or comments are addressed in the next NIRB Monitoring Report, the Chair of the TEWG (as defined in section 4.2) will provide TEWG questions and comments to the NIRB by the same date that technical comments on Baffinland's annual report to the NIRB are due, in or around August of each year.

### **4 COMPOSITION OF THE TEWG**

- 4.1 The TEWG consists of the following Parties:
  - the Chair, as defined in Section 4.2;
  - Members, as defined in Section 4.3; and
  - Observers, as defined in Section 4.4.
- 4.2 In accordance with TC 49, the TEWG shall be chaired by an independent third party (the Chair) as chosen by the Members. The Chair is responsible for the scheduling and administration of TEWG meetings. The Chair will facilitate TEWG meetings in an unbiased manner with the aim of assisting the TEWG in fulfilling its objective and functions as set out in Sections 1 and 2.
  - 4.2.1 The Chair shall exhibit the qualifications and qualities outlined in Appendix C.
  - 4.2.2 When a new Chair is required, Members may each nominate up to two independent third party candidates for the position of Chair, with written rationale explaining how the candidate meets the Chair Qualifications and Criteria List. Note that the entire Government of Canada is one Member of the TEWG and may therefore only nominate up to two individuals overall (not two individuals per department).
  - 4.2.3 Baffinland will prepare a budget based on the scope of work set out in these TOR and share this document with all candidates who meet the Chair Qualifications and Criteria List. After confirming the willingness of individual candidates to sit as Chair based on the budget, Baffinland will prepare a shortlist of no less than three candidates drawn from the group of willing candidates and circulate the shortlist to the Members (of which no more than one candidate may be Baffinland's nominee). The nominating party will not be identified in the shortlist.
  - 4.2.4 A virtual meeting of the Members will be scheduled by Baffinland with at least fourteen (14) days prior notice, and the Chair will be selected following discussions of the shortlisted candidates based on a unanimous vote among the Members. The shortlisted candidates may be invited to participate in part of the meeting to introduce themselves to the

Members and present their qualifications. Should a unanimous vote not be achievable, TEWG Members may refer the matter of appointment of the Chair to NIRB for advice, and should the matter remain unresolved, the Chair selection process will re-start per Section 4.2.2.

4.2.5 Figure D1 in Appendix D depicts the selection process for the Chair.

4.2.6 In fulfilling its role, the Chair or their delegate shall:

- direct Baffinland to:
  - schedule and organize TEWG meetings (including venue bookings, logistics, flights/room bookings for HTO participants, interpretation and translation of documents as requested, etc.);
  - ensure the Annual Schedule for the TEWG, as set out in Section 7, is maintained;
  - circulate TEWG meeting invitations, agendas, and supporting documentation;
  - record all TEWG votes and recommendations in writing;
  - organize and maintain all TEWG records and documentation, including development of meeting minutes, distribution of drafts for comments, and finalizing meeting minutes; and
  - circulate meeting minutes to Members and Observers following meetings;
- facilitate TEWG meetings in an unbiased manner that provides opportunities for all Members to provide information and input on the topics discussed;
- assist the TEWG in fulfilling its objective and functions as set out in Sections 1 and 2;
- generate bi-annual (twice per year) reports (Chair Reports) on the activities of the TEWG, including the identification and resolution of Final Member Recommendations (see Section 8.2.11); and
- handle personal information shared by Members (including contact information) in a manner that is consistent with applicable federal, territorial and provincial privacy legislation.

4.2.7 The Chair may resign from the TEWG by providing 60-days' written notice of resignation to the TEWG Members.

4.2.8 Should any Member have concerns that the Chair is not fulfilling its duties in accordance with these TOR and/or in a manner consistent with the Chair qualifications, any Member may initiate a request for termination of the Chair to the other Members with justification in writing. In the event that the Chair is not able to resolve the performance issues raised by the Member to the satisfaction of that Member, that Member can request a vote on whether the Chair should be terminated. The TEWG Members shall vote upon the proposed termination, and the Chair will be terminated if the proposed termination has more than 80% support of the TEWG Members, including Baffinland, at which point a new appointment process will be triggered in accordance with this section 4.

4.2.9 Notwithstanding section 4.2.8 above, if Baffinland has concerns that the Chair has engaged in financial misconduct (e.g., failure to responsibly adhere to the budget

provided by Baffinland) Baffinland may initiate a request for termination of the Chair to the other Members with justification in writing. If the Chair is unable to resolve Baffinland's concerns, the Chair will be terminated and a new appointment process will be triggered in accordance with this section 4.

4.3 The TEWG consists of representatives from each of the member parties (Members). The current list of TEWG Members is attached at Appendix B.

4.3.1 The following parties may elect to participate in the TEWG and, should they elect to participate, will be designated as Members:

- Ikajutit Hunters and Trappers Association (IHTA, Arctic Bay);
- Hall Beach Hunters and Trappers Association (HBHTA, Sanirajak);
- Igloolik Hunters and Trappers Organization (IHTO, Igloolik);
- Clyde River (Nangmautuaq) Hunters and Trappers Organization (NHTO, Clyde River);
- Mayukalik Hunters and Trappers Association (MHTA, Kimmirut); and
- Aiviq Hunters and Trappers Organization (AHTO, Kinngait).

4.3.2 The responsibilities of Members are as follows:

- attend TEWG meetings, participate in TEWG discussions, and provide recommendations based on Evidence;
- follow the TEWG Code of Conduct (see Appendix A);
- receive reports and draft TEWG meeting agendas and minutes, providing factual comments as needed or confirming that no further comments are to be provided, and responding in accordance with timelines set by the Chair;
- provide presentations of interest on topics including, but not limited to:
  - relevant research or other initiatives; and
  - best practices in the context of mitigation and management measures relevant to Project-related activities and infrastructure;
- receive correspondence submitted to the TEWG; and
- participate in TEWG decision-making on the items set out in these TOR.

4.4 The TEWG will also include the participation of the Observers listed in Appendix B. The current list of Observers is attached at Appendix B.

4.4.1 Members may request the Chair, either in writing via email or verbally during any TEWG meeting, add additional organizations as Observers (Add Observer Request). In making an Add Observer Request, Members must outline the candidate organization's interest in participating the TEWG including any expertise and/or mandate that would support the purpose and function of the TEWG, as set out in Sections 1 and 2. The Chair will provide Members with any Add Observer Requests within seven (7) days of receipt. Upon receipt of an Add Observer Request, Members shall, at their earliest convenience, vote on the Add Observer Request. Approval for an Observer candidate requires a vote with approval by at least 80% Members responding to the Chair's request within seven (7) days of receipt.

4.4.2 An Observer may be removed from the TEWG in the following circumstances:

- The Observer provides written notice to the Chair that it no longer wishes to participate in the TEWG; or
- A Member applies to remove an Observer by submitting written reasons to the Chair (Observer Removal Request). An Observer Removal Request must describe, with supporting Evidence, how the Observer's continued participation in the TEWG may negatively impact the TEWG's ability to carry out its mandate. The Chair will provide Members with any Observer Removal Requests within seven (7) days of receipt, and Observers will be given an opportunity by the Chair to respond to the identified concerns. Upon receipt of an Observer Removal Request, Members shall, at their earliest convenience, vote on the Observer Removal Request. Approval for an Observer candidate requires a vote with approval by at least 80% Members responding to the Chair's request within seven (7) days of receipt.

4.4.3 In the event of a dispute regarding the process for addition or removal of an Observer, and after the steps to add or remove an Observer have taken place under section 4.4.1 or 4.4.2, the matter may be referred to the Chair for dispute resolution. The procedural details of such dispute resolution will be determined by the Chair but must be completed within 45 days.

4.4.4 The responsibilities of Observers are as follows:

- follow the TEWG Code of Conduct (see Appendix A);
- attend TEWG meetings, in an Observer capacity;
- receive correspondence submitted by Baffinland to the TEWG;
- receive annual reports and relevant technical documentation;
- comment on reports and minutes (to ensure the factual accuracy of any minutes reflecting the participation of the Observer in the meeting) in a timely manner; and
- time permitting and if agreed upon or requested by Members, provide presentations of interest to Members at TEWG meetings on topics including, but not limited to:
  - relevant research and/or other initiatives; and
  - best practices in the context of mitigation and management measures relevant to Project-related activities and infrastructure.

4.4.5 For greater clarity, the participation of Observers is included to facilitate the sharing of expertise on matters of significant importance to TEWG, and Observers will participate fully in discussions and comments on draft reports, agendas, and minutes in order to ensure that TEWG decisions are informed by their expertise, but possess no voting rights with respect to the TEWG and are not granted the ability to make recommendations.

4.5 Members (except Baffinland, IHTA, HBHTA, IHTO, NHTO, MHTA and AHTO) shall annually designate a maximum of two (2) representatives to participate in the TEWG throughout the year-long TEWG meeting cycle. HTO Members and QIA may designate a list of up to four (4) potential representatives to participate in the TEWG throughout the year-long TEWG meeting cycle, however a maximum of two (2) representatives from each HTO and QIA may participate in any

given TEWG meeting unless otherwise agreed by the Chair. At their election, any HTO may include a subject matter expert as one of their two representatives attending a meeting.

Observers may annually designate a maximum of two (2) representatives. Where a Member or Observer believes that another representative could assist TEWG in discussion and recommendations on a specific agenda topic, that Member or Observer may substitute another representative for a regular representative, or request permission from the Chair to allow an additional representative to attend in an observer capacity. It is acknowledged that such substitutions/ Chair requests would be the exception and subject to a reasonable rationale, which provides a clear link between the expertise of the substituted representative(s) and the agenda topic in question, and that each Member (except Baffinland) subject to 4.5.1 shall have no more than two (2) representatives participating in any given meeting. Subject matter experts will only attend meetings if a representative of the Member or Observer is also in attendance in order to provide direction and advice to the subject matter experts.

4.5.1 In addition, QIA shall be entitled to include up to 2 additional subject matter experts to participate in any TEWG meeting if needed in order to address topics on the agenda.

4.5.2 Should the Chair determine that a reduced number of representatives is necessary to preserve functionality of the TEWG for a specific discussion or issue, or in order to complete the agenda of a specific TEWG meeting, the Chair may:

- Reduce the number of Observer representatives to one (1) or zero (0);
- Decide a maximum of one (1) representative of each Member or Observer attend a regular meeting in person and that others attend by video or audio conference; or
- Suggest any other modifications to the agenda and type of participation which are necessary in the circumstances.

In deciding whether to reduce the participation of any representative, the Chair shall consider whether the representative brings experience and perspectives that are not otherwise available to the TEWG.

4.5.3 To appoint an individual for participation in the working groups on behalf of the organization representative, Members and Observers must submit a summary to the Chair outlining the individual's relevant credentials and competency. Relevant credentials and competency may include, but are not limited to:

- possession of Evidence related to the TEWG's mandate;
- completion of academic training related to the TEWG's mandate;
- professional experience in environmental assessments and associated regulatory processes for mining and natural resource projects, or other matters related to the TEWG's mandate; and/or
- previous participation in working groups with a mandate similar to the TEWG.



- 4.5.4 Any prospective Inuk representative is exempt from the requirements set out in Section 4.5.3.
- 4.5.5 Representatives should make best efforts to consistently participate in the TEWG to ensure continuity between TEWG meetings and information shared therein.
- 4.6 Should a Member or Observer wish to invite additional experts (technical, academic, Indigenous knowledge etc.) or other guests (e.g., students, researchers, potentially affected local residents etc.) to a TEWG meeting, a request should be submitted to the Chair at least fifteen (15) days prior to a scheduled in-person meeting or seven (7) days prior to a scheduled virtual meeting. The Chair will circulate such request in advance of the meeting to ask for objections to the additional participation. If the Chair objects to the addition, after consulting with the Members, the invitation will be declined.
- 4.7 The Chair may make a virtual/remote participation option available for in-person meetings upon request, and may direct additional participants to participate remotely if meeting space is an issue.
- 4.8 In fulfilling their respective roles and responsibilities, Members and Observers must adhere to the TEWG Code of Conduct, attached as Appendix A to these TOR. By January 30 of each year, each member organization must issue a confirmation that the individuals participating in the working group have been granted authority to vote on recommendations and to trigger dispute resolution.
- 4.9 TEWG functions and decision-making shall acknowledge and respect that Inuit are the Holders and Owners of IQn, IQ, TK, and CK. Members and Observers wish to ensure that IQn, IQ, TK, and CK are properly considered in Baffinland's programs and measures and any TEWG Recommendations.
- 4.9.1 In support of this goal and as holders of IQn, IQ, TK, and CK, the following Members, should they elect to participate in the TEWG, are encouraged to share IQn, IQ, TK, and/or CK that they have access to or collected that they consider relevant to the purpose and function of the TEWG:
- QIA;
  - MHTO;
  - IHTA;
  - HBHTA;
  - IHTO;
  - NHTO;
  - MHTA; and
  - AHTO.
- 4.9.2 To the extent available, IQn, IQ, TK, and CK shared will include detailed information and attribution of source.
- 4.9.2.1 If a Member or Observer shares IQn, IQ, TK, and/or CK on behalf of another party, detailed information and attribution of source should be identified along with information confirming the verification of any IQ.

- 4.9.2.2 A Member or Observer may request, and other Members and Observers will respect, that specific IQn, IQ, TK, or CK information be treated as confidential where that has been requested by the original contributor of the information.
- 4.9.3 QIA will work with Baffinland to determine how IQn, IQ, TK, and CK shared in the TEWG is reported and archived by the QIA in accordance with Article 16 of the Mary River Project Inuit Impact and Benefit Agreement.
- 4.9.4 For greater clarity, Members listed in Section 4.9.1 may also provide input on scientific knowledge and/or knowledge of industry best practices (collected through community monitoring programs and projects etc.).
- 4.9.5 Members listed in Section 4.9.1 will make best efforts to ensure their representatives are able to provide and comment on IQn, IQ, TK, and CK that is applicable to the Mary River Project.
- 4.10 In addition to holding Member status, Baffinland will:
- 4.10.1 work with the Chair to set an annual budget and cover reasonable costs associated with the operations of the TEWG, including costs relating to the Chair (see Section 6); and
- 4.10.2 review and respond to all TEWG Recommendations (see Section 8).
- 4.11 In the event of an addition or removal of a Member or Observer, Appendices to these Terms of Reference shall be amended accordingly by the Chair.

## **5 MATERIALS TO SUPPORT THE TEWG**

- 5.1 The Chair will provide guidance on any required documents to support effective meetings and set reasonable timelines for document exchange in advance of any meeting.
- 5.2 The Chair will work with TEWG Members to develop an annual meeting schedule and anticipated resources required for effective TEWG discussions and recommendations, including:
- A schedule for distribution of anticipated regular reports, as outlined in section 5.3;
  - A schedule and process for discussion of proposed monitoring programs for upcoming field seasons, provided in time for the TEWG to provide advice and recommendations regarding any adjustments required to monitoring programs; and
  - The process for distribution of results of, and discussion on an urgent basis regarding, the results of any Early Warning Indicators reflected in Management Plans.
- 5.3 Baffinland will make best efforts to provide Members and Observers with:
- copies of (or where applicable, NIRB Registry Numbers for):
    - monitoring reports relating to the TEMMP and the terrestrial environment;
    - reports relating to interactions between the Project and terrestrial wildlife and terrestrial habitat;
    - operational management plans associated with the Project Certificate; and
    - the TEMMP and associated documentation; and

- any other documentation reasonably required by the TEWG, in the judgment of the Chair, relating to the interaction between the Project and the terrestrial environment.

## **6 COSTS**

- 6.1 Unless otherwise agreed to by Baffinland, and subject to the exception in Sections 6.1.1, each Member will be responsible for its own costs of participation at the TEWG, including travel costs.
- 6.1.1 Baffinland will cover the reasonable costs associated with travel, accommodations, and incidentals, including an honorarium based on Baffinland's latest Honorarium and Per Diem Policy, for two (2) representatives of MHTO and one (1) representative of each of the following HTO organizations, should they elect to participate in the TEWG as Members:
- IHTA;
  - HBHTA;
  - IHTO;
  - NHTO;
  - MHTA; and
  - AHTO.
- 6.2 Baffinland will be responsible for incidental costs of TEWG meetings such as venue, printing, and interpretation services, and refreshments where required.
- 6.3 Baffinland is not responsible for any costs associated with Observer participation in the TEWG.

## **7 ANNUAL OPERATING SCHEDULE**

- 7.1 In accordance with the Annual Operating Schedule, as outlined in Figure D2 in Appendix D, the Chair will, to the extent possible, hold the following meetings during the TEWG's year-long meeting cycle:
- three (3) regularly scheduled Regular Meetings (see Section 7.4);
  - three (3) regularly scheduled Touchpoint Meetings (see Section 7.5); and
  - additional Ad-hoc Meetings as determined by the Chair (see Section 7.6).
- 7.2 TEWG correspondence, documentation, and meetings will be conducted primarily in English. However, the Chair will, if requested, provide simultaneous translation for TEWG meetings to Inuktitut. Copies of meeting materials (i.e., recommendations, presentations, final agendas, final meeting minutes, and executive summaries of reports) will be provided in both English and Inuktitut.
- 7.2.1 A Member or Observer that provides meeting materials is responsible for translating its meeting materials into English and Inuktitut.
- 7.2.2 The Chair is responsible for translating final agendas and final meeting minutes for each meeting into Inuktitut.
- 7.2.3 The Chair will use best efforts to circulate meeting materials in both English and Inuktitut

at the same time, however Inuktitut translations may be delayed.

- 7.2.4 Figure D3 in Appendix D summarizes the process for distributing materials for each meeting type.
- 7.3 For all TEWG meetings, Members and Observers will make best efforts to appoint one (1) of its representatives as the lead that is responsible for its representative organization's consistent participation in the meetings and ensuring its participation is in accordance with the TEWG Code of Conduct.
- 7.4 Regular Meetings
- 7.4.1 In accordance with the Annual Operating Schedule, the TEWG will hold three (3) regularly scheduled Regular Meetings per year.
- 7.4.2 Two (2) Regular Meetings will be held in-person, rotating as practicable between:
- Iqaluit;
  - Ottawa; and
  - Toronto or Oakville.
- Efforts will be made at least every 2 years to replace one Iqaluit meeting with a meeting in a North Baffin community, if considered feasible by the Chair given logistical and other constraints.
- A virtual participation option may be made available for any in-person meeting, at the discretion of the Chair. In exercising this discretion, the Chair will consider whether virtual participation is required to meet consultation obligations. Reasons of convenience alone will not be sufficient to permit virtual participation in an in-person Regular Meeting.
- The third Regular Meeting will be held virtually. The Chair shall facilitate participation by the HTOs.
- 7.4.3 Figure D2 in Appendix D outlines the focus of the respective Regular Meetings.
- 7.4.4 The Chair will provide a draft Regular Meeting agenda (Draft Regular Meeting Agenda) to Members and Observers and request meeting materials from Members and Observers at least four (4) weeks in advance of each Regular Meeting.
- 7.4.5 Members and Observers may provide to the Chair comments on the Draft Regular Meeting Agenda, suggested additional Agenda topics, and required materials for the Regular Meeting at least three (3) weeks in advance of each Regular Meeting. Members and Observers will confirm to the Chair whether they will attend and whether attendance will be in person at that time.
- 7.4.6 The Chair will provide a final Regular Meeting agenda (Final Regular Meeting Agenda) and any Regular Meeting materials (e.g., copies of presentations) to Members and Observers at least two (2) weeks in advance of each Regular Meeting. If advanced provision of materials is not possible, the materials should be circulated promptly during the meeting

when the applicable agenda item is raised. If materials are not circulated on time, agenda items may be deferred or the meeting may be rescheduled, in the judgement of the Chair.

- 7.4.7 At each Regular Meeting, the Chair will review the list of action items agreed to with the TEWG. Part of this review will include identifying any priority action items, removing action items that have been completed, and providing any clarification required to confirm what steps must be taken for the action to be considered complete. The Chair may assign any Member or Observer to action items. Where time does not permit at a Regular Meeting, the Chair will provide the list of action items in writing to the TEWG within seven (7) days following the completion of the respective Regular Meeting.
- 7.4.8 The Chair may call on a Member to provide a presentation or discussion of relevant programming or results at a Regular Meeting.
- 7.4.9 The Chair will provide draft Regular Meeting minutes (Draft Regular Meeting Minutes) to Members and Observers within twenty one (21) days of the completion of each Regular Meeting
- 7.4.10 Members and Observers will provide feedback on Draft Regular Meeting Minutes within fourteen (14) days of receipt of the Draft Regular Meeting Minutes. As finalized meeting minutes serve as an accurate record of what occurred during meetings, Members and Observers agree that:
- Comments will be constrained to correcting any factual inaccuracies and not on editorial comments. Any editorial comments not shared during the Regular Meeting will not be added to the minutes. Any Member or Observers may share such comments separately in writing to Baffinland.
  - Members and Observers are responsible for correcting any statements made during the Regular Meeting in error.
  - Members and Observers will not provide comments on behalf of other Members or Observers.
- 7.4.11 The Chair will provide final Regular Meeting minutes (Final Regular Meeting Minutes) for each Regular Meeting, issued in English, to Members and Observers within fourteen (14) days of receipt of comments on the Draft set out in 7.4.10. The Chair will provide the same in Inuktitut as soon as available.
- 7.4.12 Baffinland will post Final Regular Meeting Minutes to its website within fourteen (14) days of receipt and include the same as part of its Annual Report to the NIRB.
- 7.4.13 Figure D4 in Appendix D depicts the process for a Regular Meeting, as set out in this Section 7.4.
- 7.5 Touchpoint Meetings
- 7.5.1 In accordance with the Annual Operating Schedule, the TEWG will hold up to three (3) regularly scheduled Touchpoint Meetings per year. If in the discretion of the Chair a Touchpoint Meeting is not required, for example because all Members and Observers

decline to participate, the Chair may cancel the Touchpoint Meeting.

- 7.5.2 Touchpoint Meetings serve to provide Members other than Baffinland the targeted opportunity (in addition to opportunities made available during Regular Meetings) to inform Baffinland of potential and/or forthcoming advice, information, concerns, monitoring data, and queries associated with Project-related activities and infrastructure. Time permitting, other relevant information exchange opportunities may be provided at Touchpoint Meetings. The Chair may identify special topics to be covered at a Touchpoint Meeting.
- 7.5.3 Touchpoint Meetings will follow a standing agenda developed by the Chair with equal time allotments provided for each Member and Observer. Members and Observers retain the discretion to use their allotted time as they see fit, keeping in mind the objective of the Touchpoint Meetings outlined in Section 7.5.2.
- 7.5.3.1 The Chair will ensure there is an opportunity at Touchpoint Meetings for any of the following Members to share any IQn, IQ, TK, and/or CK which is relevant to the Agenda topics and if it is appropriate in the view of the Member:
- QIA;
  - MHTO;
  - IHTA;
  - HBHTA;
  - IHTO;
  - NHTO;
  - MHTA; and
  - AHTO.
- 7.5.4 Members and Observers will send any materials they plan to use in Touchpoint Meetings to the Chair at least two (2) weeks prior to the scheduled Touchpoint Meeting. Upon receipt, the Chair will circulate the materials to Members and Observers at its earliest convenience.
- 7.5.5 Baffinland will participate in the Touchpoint Meetings by actively listening to Member and Observer presentations and commentary therein. Baffinland may respond to Member and Observer questions if the relevant Member or Observer requests that Baffinland do so during its allotted time.
- 7.5.6 Should a Member or Observer decline to utilize its allotted time at a Touchpoint Meeting, the Chair may elect to delegate the allotted time to general roundtable discussion or, alternatively, end the Touchpoint Meeting early.
- 7.5.7 The Chair will follow the timeline and process for finalizing minutes for Touchpoint Meetings set out for Regular Meetings in Section 7.4 above.
- 7.5.8 Members and Observers are not required to attend Touchpoint Meetings but are encouraged to do so. The Chair may, at its discretion, accept written advice on the topic

under discussion at a Touchpoint Meeting from Members and Observers unable to attend so long as the Chair receives the written advice at least two (2) days prior to the scheduled meeting. The Chair will circulate any accepted written advice to the Members and Observers attending the Touchpoint Meeting at its earliest convenience.

7.5.9 Figure D5 in Appendix D depicts the process for a Touchpoint Meeting, as set out in this Section 7.5.

## 7.6 Ad-hoc Meetings

7.6.1 The TEWG may hold additional virtual meetings each year (Ad-hoc Meetings). These meetings will be topic-specific, and could include:

- Proponent-led meetings requesting priority feedback on planning;
- development and review of five-year monitoring program schedules;
- presentations from Members on relevant regional research initiatives;
- review of non-annual relevant materials (e.g., documentation listed in Section 5); and
- time permitting, presentations of interest from Observers on topics including but not limited to:
  - relevant research initiatives; and
  - best practices in the context of mitigation and management measures relevant to Project-related activities and infrastructure.

7.6.2 Ad-hoc Meetings serve to address topic-specific issues that arise on a time sensitive basis. Any Member or Observer may request an Ad-hoc Meeting via written request to the Chair. The written request must include any meeting materials the Member or Observer intends to rely on at the Ad-Hoc Meeting. Upon Chair approval, the Chair will set a date for the Ad-hoc Meeting within fourteen (14) days of the date of receipt of the meeting request, notify all Members and Observers of the same, and distribute meeting materials to all Members and Observers.

7.6.3 Members and Observers are not required to attend Ad-hoc Meetings but are encouraged to do so. The Chair may, at its discretion, accept written advice on the topic under discussion at an Ad-hoc Meeting from Members and Observers unable to attend so long as the Chair receives the written advice at least two (2) days prior to the scheduled meeting. The Chair will circulate any accepted written advice to the Members and Observers attending the Ad-hoc Meeting at its earliest convenience.

7.6.4 The Chair will follow the timeline and process for finalizing minutes for Ad-hoc Meetings set out for Regular Meetings in Section 7.4 above.

7.6.5 Figure D6 in Appendix D depicts the process for an Ad-hoc Meeting, as set out in this Section 7.6.

## 7.7 Annual Terrestrial Monitoring Report Review

7.7.1 One Regular Meeting shall be scheduled after Baffinland submits its annual report submission to the NIRB and before comments on the annual report to the NIRB are due.

The focus of this Regular Meeting will be on discussing monitoring results and providing Members with the opportunity to ask questions prior to submitting comments on the annual report.

## **8 TEWG RECOMMENDATIONS**

- 8.1 The TEWG may make recommendations to Baffinland (TEWG Recommendations) that are consistent with the purpose and function of the TEWG outlined at Sections 1 and 2 of these TOR, and enforceable in accordance with this section. A minimum of five Members (which must include Baffinland, QIA and at least one representative of each of the Government of Nunavut and the Government of Canada) must participate in a vote in order to meet quorum for a vote on recommendations.
  - 8.1.1 In the event that one of the five Members is unable to attend a TEWG meeting, that Member may authorize another Member to vote, as their proxy, on a Recommendation.
  - 8.1.2 In the event that one or more of the five Members does not attend more than two consecutive meetings, quorum can be met despite the absence of such Member(s).
- 8.2 Members will develop TEWG Recommendations in accordance with the following process, as summarized in Figure D7 in Appendix D:
  - 8.2.1 The sponsoring Member will send a draft recommendation in writing (Draft Recommendation) to the Chair for circulation to the TEWG. The Chair shall circulate the Draft Recommendation within thirty (30) days to the TEWG Members and Observers.
  - 8.2.2 Members that are HTOs may orally present a recommendation with detailed rationale, which the Chair will promptly record in writing (also a Draft Recommendation) and circulate to the TEWG.
  - 8.2.3 The Chair will send the Draft Recommendation to all Members. Members will have thirty (30) days to provide comments and input on the Draft Recommendation. If Baffinland identifies to the Chair that the Draft Recommendation would significantly challenge the scale, scope and/or viability of the Project, the Chair may make a determination that the Draft Recommendation does not meet the “reasonableness” test described at Section 2 above and that the Draft Recommendation will therefore not proceed to further process steps outlined in Section 8, including the voting processes outlined below. If the Chair rejects the Draft Recommendation, it is open to the sponsoring Member to revise and restart the recommendation process in accordance with section 8.2.1 or 8.2.2, as applicable.
  - 8.2.4 The sponsoring Member may incorporate feedback received from other Members in a revised Draft Recommendation.
  - 8.2.5 The sponsoring Member will submit a final proposed recommendation (Final Member Recommendation) to the Chair within thirty (30) days of receiving Member feedback. The Chair will promptly circulate the Final Member Recommendation to the Members.
  - 8.2.6 Within sixty (60) days of receipt of the Final Member Recommendation, Baffinland will provide a written response (Recommendation Response), including reference to supporting Evidence and consideration of any identified limitations and opportunities.



The Recommendation Response will also include a discussion of efforts made to seek feedback or additional guidance from the Members listed in Appendix B and how Baffinland considered this advice in its response.

- 8.2.7 The timelines for submitting a Final Member Recommendation under Section 8.2.5, and the Recommendation Response under Section 8.2.6, may be adjusted based on a proposal by the Member sponsoring the Recommendation and if the adjusted timelines are accepted by the Chair.
- 8.2.8 If Baffinland supports the Final Member Recommendation, it will be deemed a “TEWG Recommendation” and Baffinland will submit an action plan, including a timeline for implementing the TEWG Recommendation, with its response described above.
- 8.2.9 If Baffinland does not support the Final Member Recommendation, the Chair will circulate the Final Member Recommendation and the Recommendation Response to the Members for a further vote.
- 8.2.10 Members, including the sponsoring Member and Baffinland, will have thirty (30) days to review the Final Member Recommendation and the Recommendation Response and submit in writing to the Chair whether or not they support the Final Member Recommendation, with rationale (Recommendation Vote). The Chair will facilitate oral opportunities for HTO Members as part of their participation in a Recommendation Vote as requested by those Members.
  - 8.2.10.1 As part of their participation in a Recommendation Vote, Members must confirm verbally or in writing that their vote reflects the position of their representative organization.
  - 8.2.10.2 Votes must be affixed with the signature of each Member. Electronic signatures are acceptable.
- 8.2.11 If the Recommendation Vote results in support of 80% of the Members participating in the vote, the Final Member Recommendation will be deemed a TEWG Recommendation and Baffinland will implement it. Baffinland must be included in the 80% vote threshold in order for the recommendation to be deemed a TEWG Recommendation.
- 8.2.12 In the event that the Final Member Recommendation does not meet the voting thresholds described in Section 8.2.11, any Member wishing to pursue dispute resolution may provide notice to the Chair. The procedural details of such dispute resolution will be determined by the Chair but must be completed within 45 days. The dispute resolution process may result in recommendations by the Chair respecting modifications to the Final Member Recommendation. Should Baffinland not support the Final Member Recommendation as modified by the Chair, rationale must be provided by Baffinland to the Chair in writing.
- 8.2.13 If Baffinland does not support the Final Member Recommendation after advice is provided by the Chair respecting modifications, any Member or the Chair may refer the

matter to NIRB for advice regarding resolution of a dispute over the Final Member Recommendation.

8.2.14 The Chair shall call a final vote on the Final Member Recommendation after advice is provided by NIRB. If the final vote meets the voting thresholds described in Section 8.2.11, the Final Member Recommendation will be deemed a TEWG Recommendation. If the final vote does not meet the voting thresholds described in Section 8.2.11, the Final Member Recommendation will not be deemed a TEWG Recommendation.

8.2.15 The Chair will provide a summary of all Final Member Recommendations, Recommendation Responses, and TEWG Recommendations in the Chair Reports. Baffinland will include the Chair Reports in its Annual Report to the NIRB pursuant to TC 49.

8.2.16 The Chair will maintain a register of all Draft Recommendations, Final Member Recommendations, and TEWG Recommendations (the TEWG Recommendations Register). The Chair will provide an updated version of the TEWG Recommendations Register to the NIRB on an annual basis.

8.3 The TEWG will follow the TEWG Recommendation process outlined in Section 8.2 during Regular Meetings but may also integrate discussion on recommendations at any TEWG meeting. TEWG Recommendations cannot be made at Ad-hoc Meetings.

8.4 For greater clarity, any recommendations accepted by Baffinland shall be treated as enforceable recommendations.

## **9 COMMUNICATIONS, REPORTING, AND COMMUNITY PARTICIPATION**

9.1 Baffinland will include the TEWG Chair Reports and a copy of all Final Regular Meeting Minutes, Touchpoint Meeting Minutes and Ad-hoc Meeting Minutes, in its Annual Report to the NIRB pursuant to TC 49.

9.2 All Draft Recommendations, Final Member Recommendations, and TEWG Recommendations will be tracked and logged by the Chair and reported to the NIRB by Baffinland.

9.3 Baffinland and QIA, in consultation with the HTOs, will seek to coordinate the work of the TEWG with programs for community participation.

9.4 Baffinland will ensure that affected communities receive monitoring reports related to the implementation of the MMP in an effective and timely manner and that the results of the monitoring programs and mitigation measures are communicated in ways meaningful to Inuit.

## **10 REGULATORY AND INUIT AGREEMENT REQUIREMENTS PREVAIL**

10.1 Nothing in these Terms of Reference will have the effect of altering the requirements of any legislative, regulatory requirements applicable to the Project and/or any agreements between QIA and Baffinland including the Inuit Impact Benefit Agreement.

## **11 OTHER**

- 11.1 These TOR are subject to a review and update process (the details of which will be determined by the Chair, in consultation with the Members) commencing two years from the first working group meeting following the submission of these TOR to NIRB. This review and update will include consideration of the approach and processes applicable to “enforceable recommendations” described in these TOR, among other topics.
- 11.2 For greater clarity, it is open to Members to abstain from any vote set out in these TOR for any reason they deem appropriate.
- 11.3 In the event that a TEWG Member is aware of or believes that urgent action is required to address an immediate mitigation or monitoring need, the Member can refer the matter to the Chair and to Baffinland for immediate review, and Baffinland and the Chair will provide an update at the next TEWG meeting regarding any action taken as a result of the review.

## **APPENDIX A: CODE OF CONDUCT FOR TEWG**

Members and Observers shall participate in the TEWG in a respectful, positive, and constructive manner.

Members shall be granted participation priority over Observer participation.

Members and Observers will only speak when called upon by the Chair, and will allow other Members and Observers the opportunity to fully share their thoughts before offering interjections.

**APPENDIX B: CURRENT LIST OF TEWG MEMBERS AND OBSERVERS**

**(last updated January 2025)**

**TEWG Members (as designated by Term and Condition 49):**

<b>Member</b>	<b>Scope of Organizational Mandate in Relation to TEWG Participation (to be populated by each Member, as directed by the Chair)</b>
QIA	
Mittimatalik Hunters and Trappers Organization (MHTO)	
Clyde River (Nangmautuaq) Hunters and Trappers Organization (NHTO)*	
Igloodik Hunters and Trappers Organization (IHTO)*	
Hall Beach Hunters and Trappers Association (HBHTA)*	
Ikajutit Hunters and Trappers Association (IHTA)*	
Mayukalik Hunters and Trappers Association (MHTA)*	
Aiviq Hunters and Trappers Organization (AHTO)*	
Government of Nunavut, Department of Environment (GN)	
Environment and Climate Change Canada (ECCC)	
Parks Canada	
Baffinland	

\*indicates an entity that is entitled to participate as a Member, at its election.

**TEWG Observers:**

- The NIRB
- Canadian Northern Economic Development Agency (CANNOR)
- Natural Resources Canada (NRCAN)
- World Wildlife Fund (WWF)

## **APPENDIX C: QUALIFICATIONS AND QUALITIES REQUIRED OF NOMINEES FOR MEWG/TEWG CHAIR**

Up to two people may be selected for the independent Chair position in order to ensure key qualifications are incorporated in the position. If two people are selected, they will act as co-Chairs. This individual (or individuals) will Chair both the MEWG and the TEWG. Chair compensation will be determined by Baffinland in accordance with reasonably competitive rates. Should co-Chairs be appointed, compensation will be equitable between co-Chairs, in a manner consistent with the allocation of duties for each Chair under the work plan.

### **1. Personal Characteristics**

- A reputation for integrity.
- Demonstrates excellent judgment and professional objectivity.
- Free of any conflicts of interest that might raise bias concerns. (For further clarification, being Inuit or being a member of one of the Mary River Project impacted communities does not constitute bias or a conflict of interest).
- Able to respond and adapt quickly and calmly in stressful and/or frequently changing conditions.
- Able to give strength and support to members while being resilient themselves.
- A strong personality with the ability to moderate to get the most out of the working group members.
- Effective leadership and strong project management skills.
- Willingness to travel within the Qikiqitani region, Ottawa and/or Toronto for up to 1 week at a time and up to 3 times per year.
- Strong preference will be given to Inuit from the Mary River Project impacted communities.

### **2. Education or Expertise**

- Inuit Qaujimajatuqangit (IQ) knowledge holder with a strong connection to the land and the environment; and/or
- Post-graduate degree in biology, natural resource management, or another relevant field.

### **3. Other Experience**

- Experience working in industry related to the management of interactions between wildlife and natural resource projects (specifically mining or shipping).
- Experience relating to Nunavut and/or other areas of the Canadian Arctic, specifically with respect to regulatory processes.
- Familiarity with the *Nunavut Agreement* and the *Nunavut Planning and Project Assessment Act*.
- Knowledge of federal, territorial and provincial privacy legislation applicable to personal information shared by working group members.
- Business acumen.
- Knowledge of business, financial, governmental or legal matters that are relevant to the Mary River Project.

### **4. Facilitation and Management Skills**

- Experience facilitating, organizing, chairing and managing meetings and working groups of diverse participants (including Indigenous knowledge experts, scientific experts, government personnel, and industrial proponents) tasked with making effective recommendations.

- Evidence of relevant mediation skills, including the ability to build consensus and to provide specific technical and/or IQ advice to TEWG Members in situations where consensus cannot be achieved.
- Strong time management, record keeping, and communication (including presentation and report writing) skills.
- Able to manage a small group of contractors or part-time employees to facilitate meeting logistics and other administrative duties (such as venue bookings, meeting minutes, agenda, and translation services), if needed.

## **5. Communication Skills**

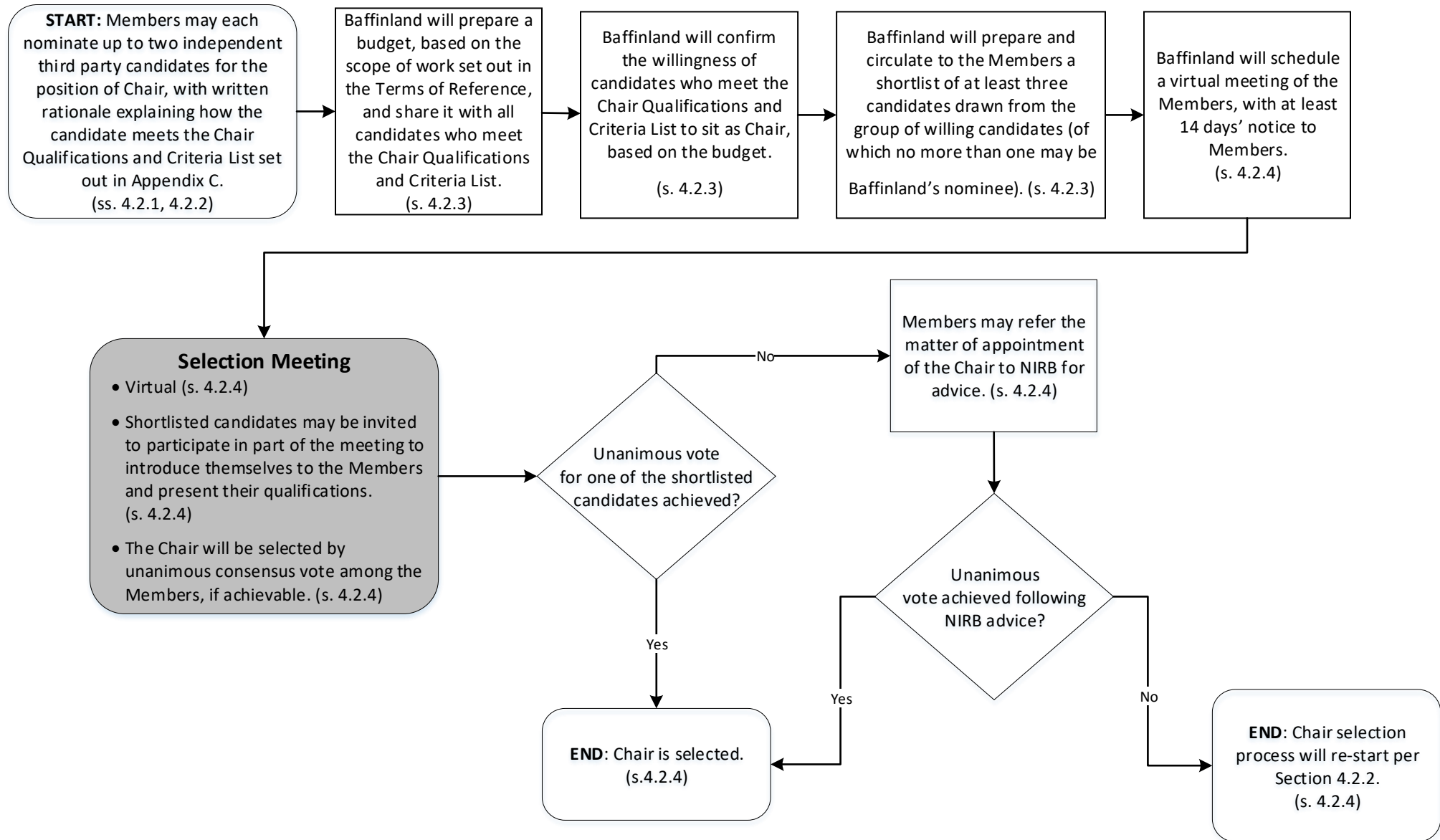
- Excellent verbal and written communications skills in English.
- Familiar with technical language used at the TEWG meetings and able to re-convey technical terms in plain English.
- Able to function in a multi-lingual environment, using translators and/or interpreters, with a preference given to nominees fluent in Inuktitut.
- Demonstrated cultural competence when working with Inuit.
- Able to apply emotional and cultural intelligence skills to help understand both spoken and unspoken communications, in order to assist in resolving underlying issues that may be driving a discussion.
- Can make everyone feel confident and safe enough to share their views.



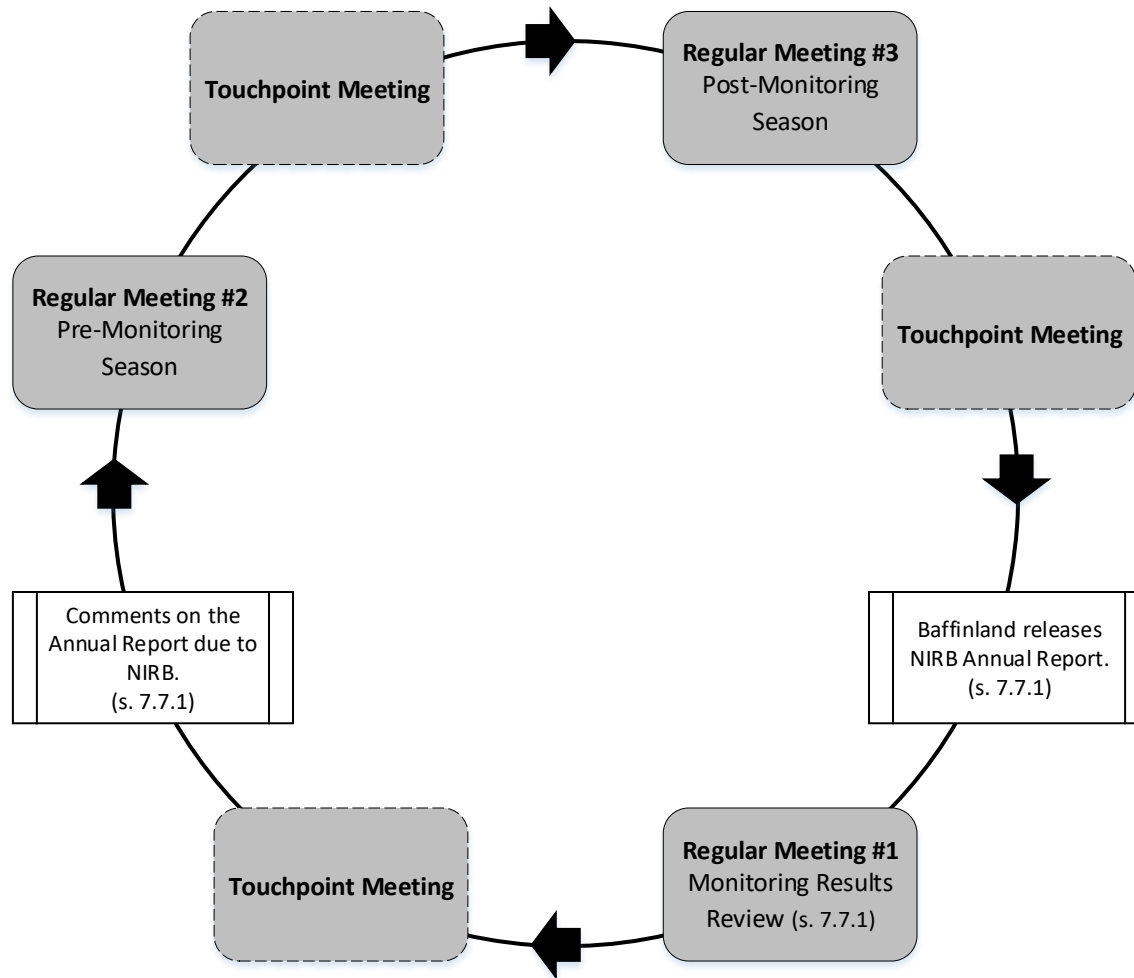
#### **APPENDIX D: FLOWCHARTS TO GUIDE INTERPRETATION OF THE TERMS OF REFERENCE**

See attached. These flowcharts are to aid interpretation. Should there be a conflict between the flowcharts and these TOR, the TOR shall prevail.

**Figure D1 – Selection Process for Independent Chair  
(Article 4.2)**



**Figure D2 – Annual Operating Cycle  
(Article 7)**

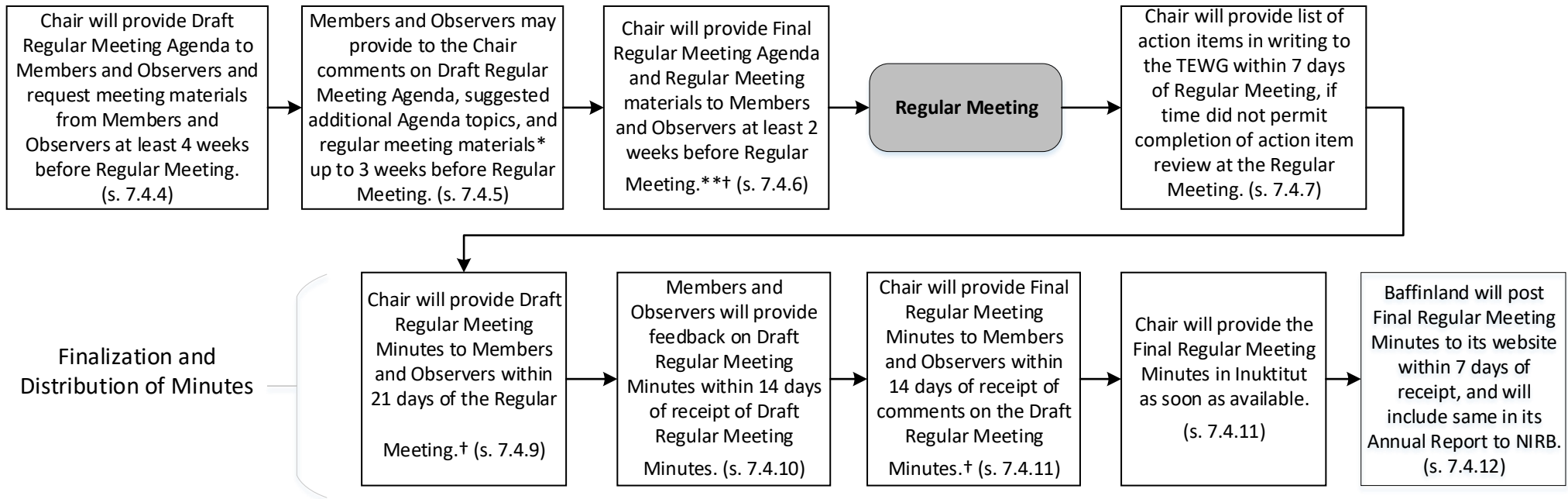


**Optional Additional Meetings**  
(see Figures D5 and D6)

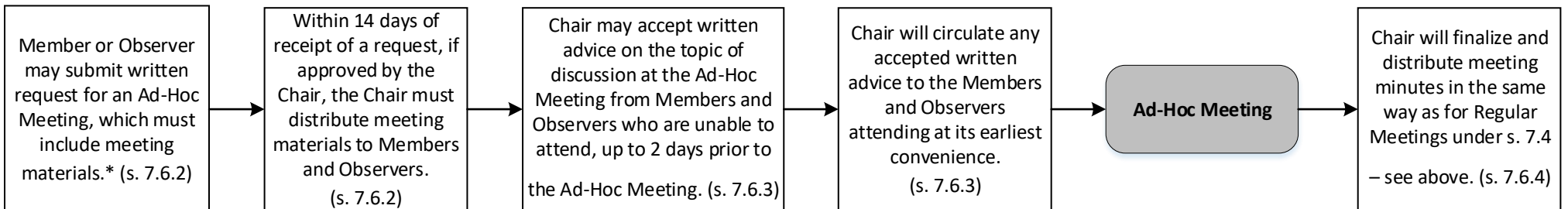
- **Touchpoint Meetings** (s. 7.5) – up to 3 regularly-scheduled, virtual meetings per year; fewer may be held at the discretion of the Chair.
- **Ad Hoc Meetings** (s. 7.6) – at the request of a Member or Observer, as approved by the Chair.

**Figure D3 - Materials Distribution Process for Each Meeting Type**

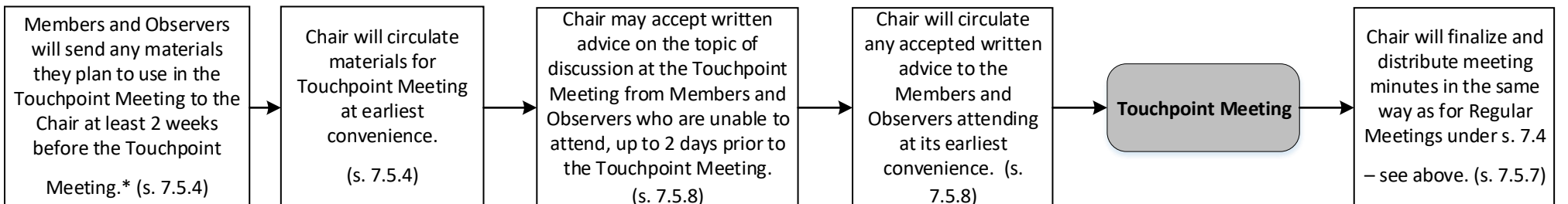
### Regular Meetings



### Ad-Hoc Meetings



### Touchpoint Meetings

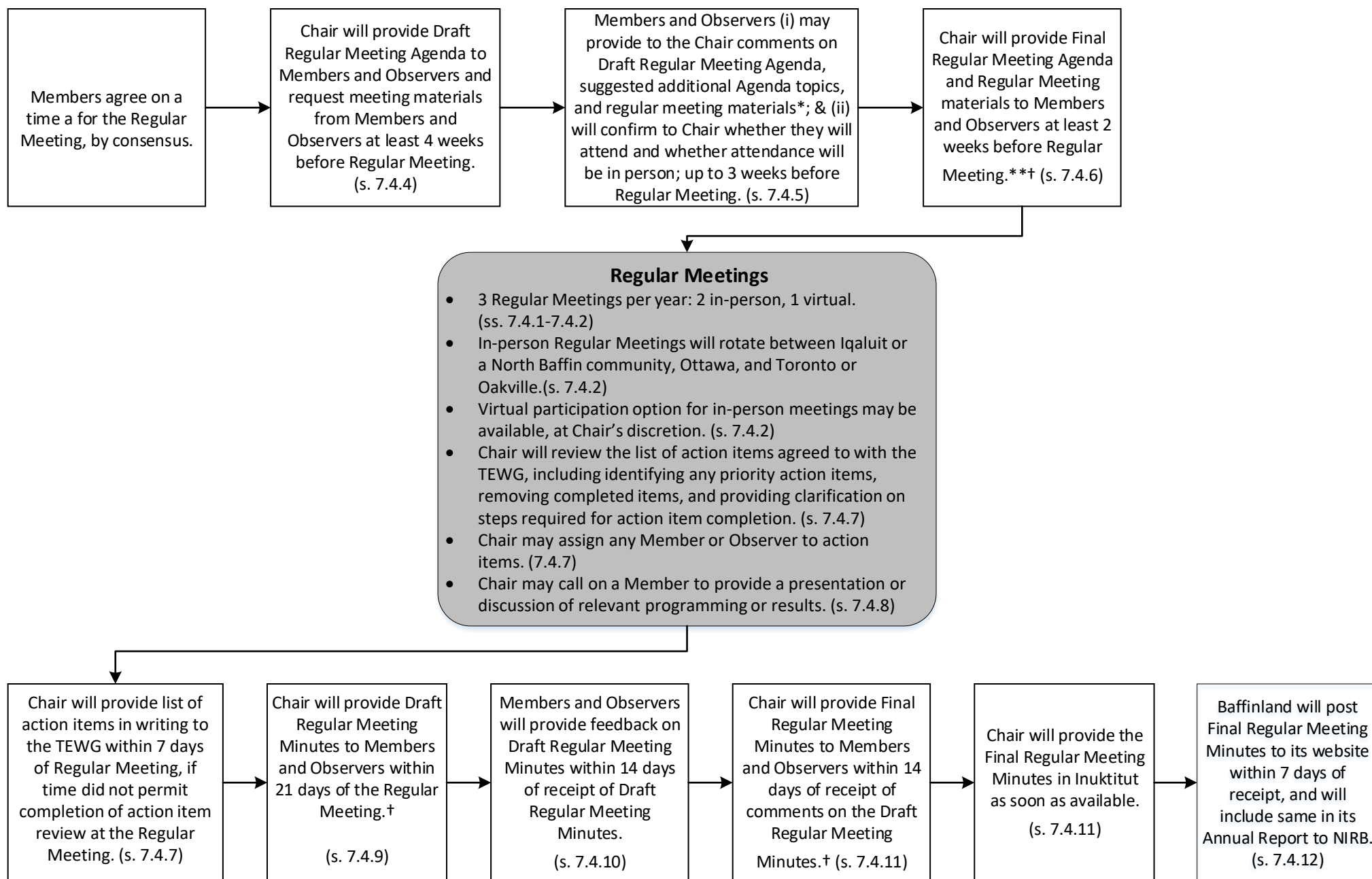


\*A Member or Observer that provides meeting materials is responsible for translating its meeting materials into English and Inuktitut (s. 7.2.1).

\*\*If meeting materials are not circulated on time, the Chair may opt to defer agenda items or reschedule the Regular Meeting (s. 7.4.6).

†Every attempt will be made to circulate the Agenda materials and minutes in both English and Inuktitut at the same time, however Inuktitut translations may be delayed (s. 7.2.3).

**Figure D4 – Regular Meeting Timeline  
(Article 7.4)**

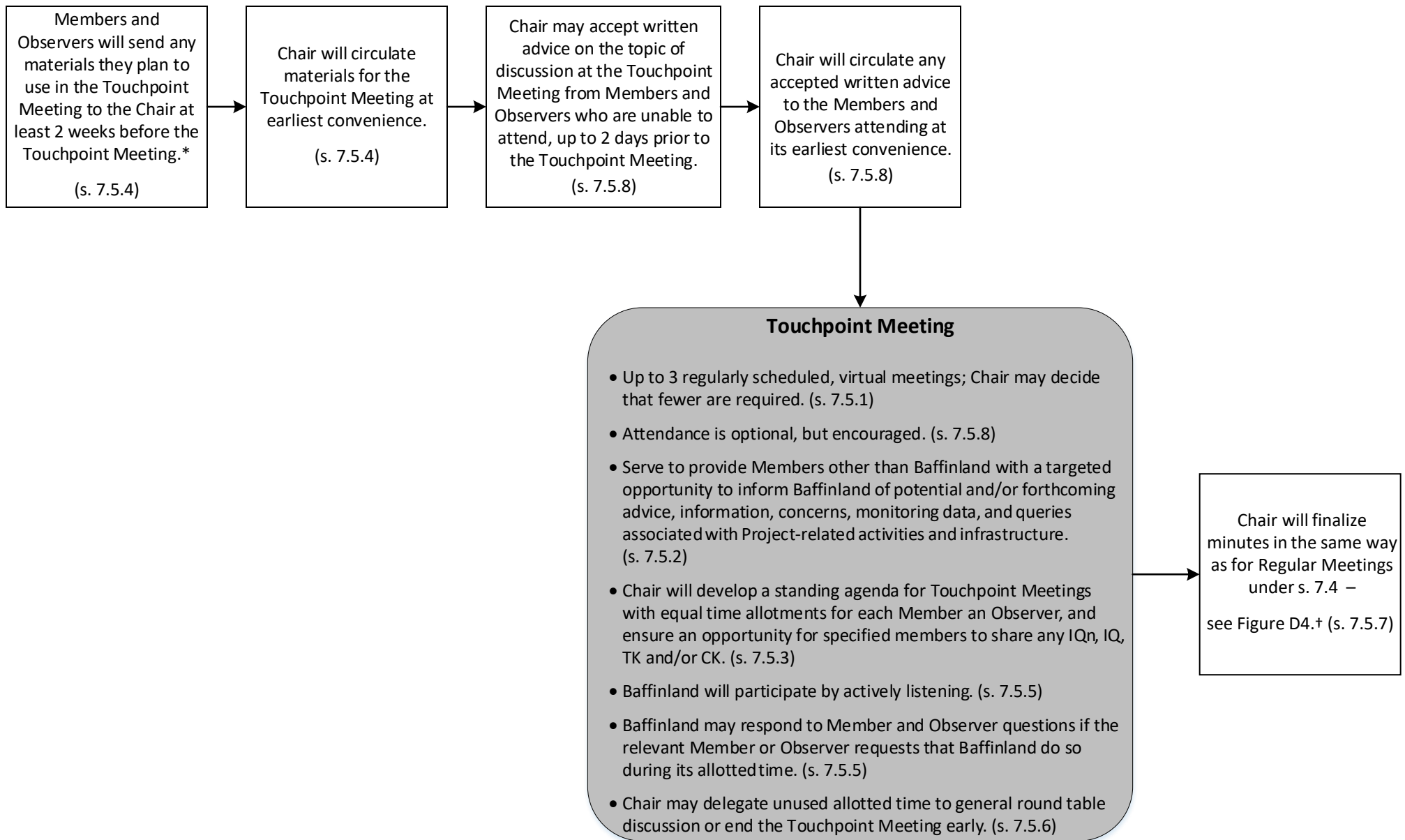


\*A Member or Observer that provides meetings materials is responsible for translating its meeting materials into English and Inuktitut (s. 7.2.1).

\*\*If meeting materials are not circulated on time, the Chair may opt to defer agenda items or reschedule the Regular Meeting (s. 7.4.6).

†Every attempt will be made to circulate the Agenda materials and minutes in both English and Inuktitut at the same time, however Inuktitut translations may be delayed (s. 7.2.3).

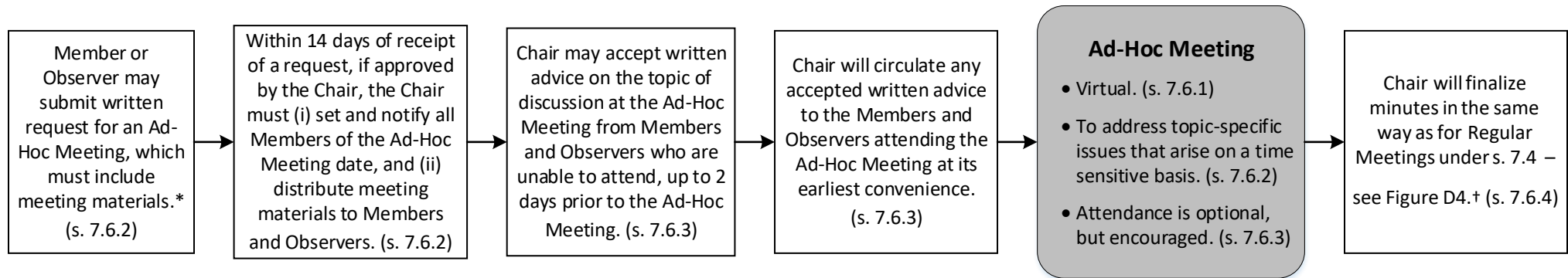
**Figure D5 – Touchpoint Meeting Timeline  
(Article 7.5)**



\*A Member or Observer that provides meetings materials is responsible for translating its meeting materials into English and Inuktitut (s. 7.2.1).

†Every attempt will be made to circulate the Agenda, materials, and minutes in both English and Inuktitut at the same time, however Inuktitut translations may be delayed (s. 7.2.3).

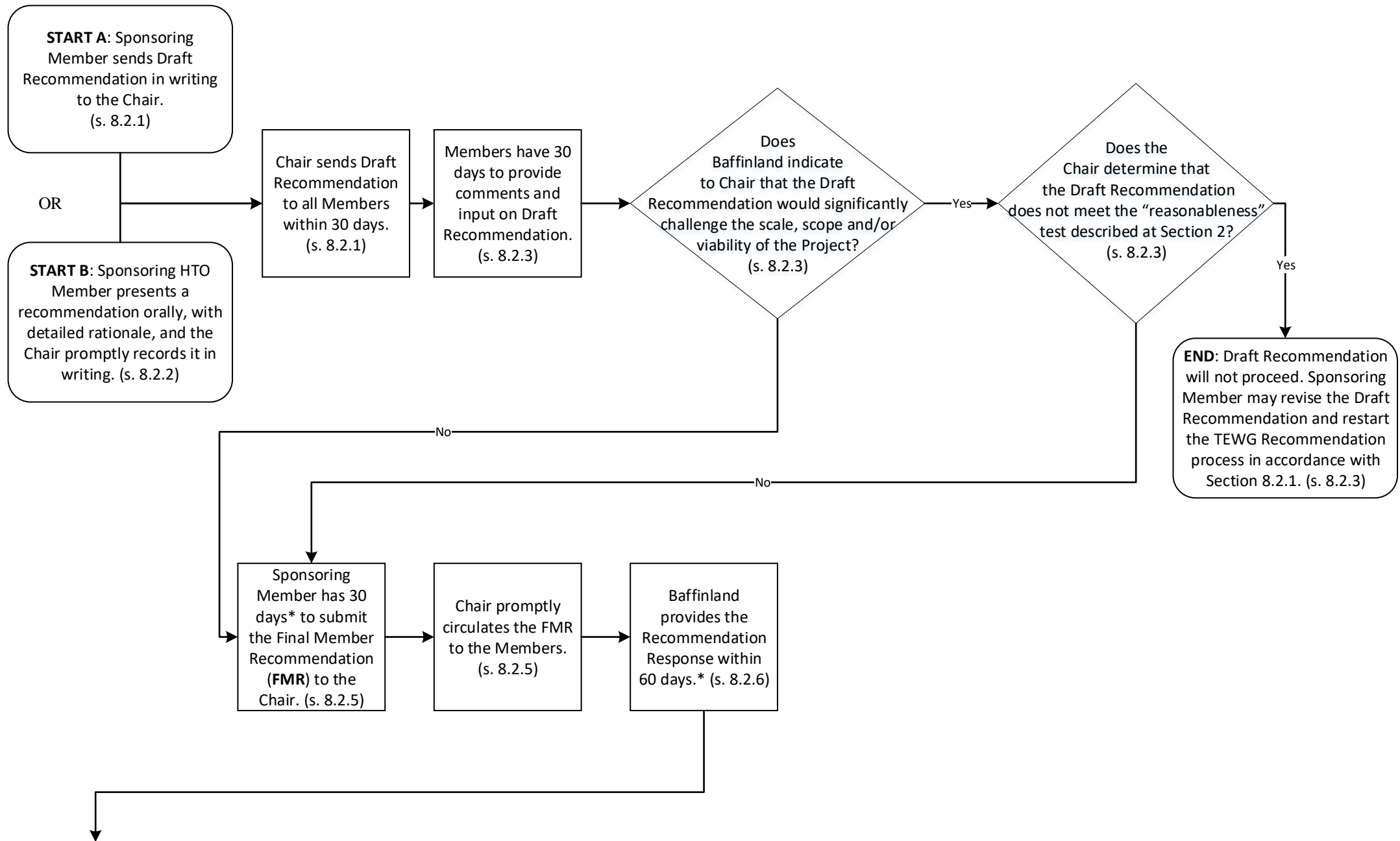
**Figure D6 – Ad-Hoc Meeting Timeline  
(Article 7.6)**



\*A Member or Observer that provides meetings materials is responsible for translating its meeting materials into English and Inuktitut (s. 7.2.1).

†Every attempt will be made to circulate the Agenda, materials, and minutes in both English and Inuktitut at the same time, however Inuktitut translations may be delayed (s. 7.2.3).

**Figure D7 - MEWG Recommendations Process  
(Article 8.2)**

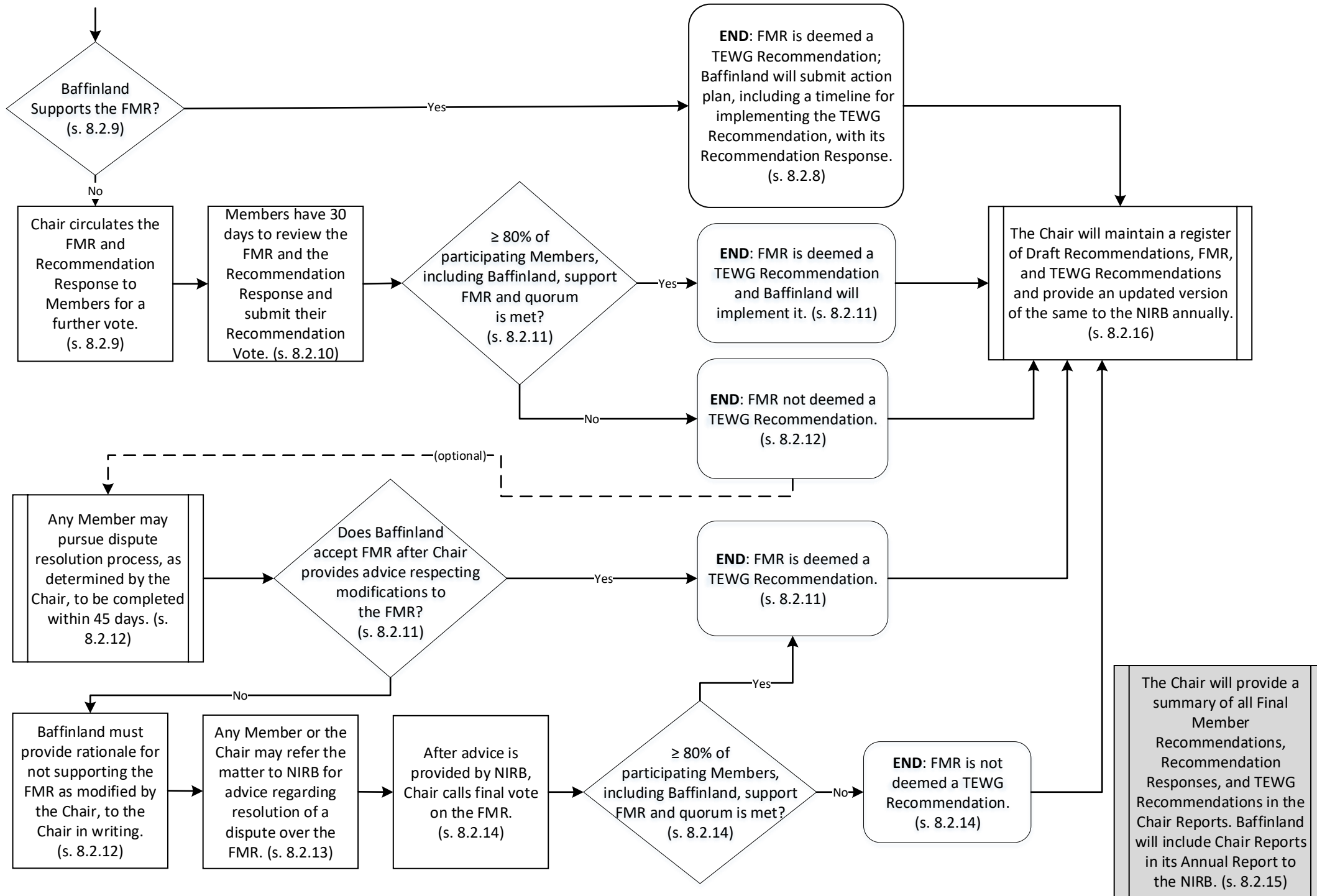


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\*Timeline may be adjusted based on a proposal by the Member sponsoring the recommendation, if the Chair accepts the proposal (s. 8.2.7).



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- ልክፍብር ልጋጂጥንጥንጥን (IHATA, ልክፍብር);
- ካሚካል ልጋጂጥንጥንጥን (HBHTA, ካሚካል);
- ልክፍብር ልጋጂጥንጥንጥን (IHATO, ልክፍብር);
- ካሚካል ልጋጂጥንጥንጥን (NHATO, ካሚካል);
- ልክፍብር ልጋጂጥንጥንጥን (MHTA, ልክፍብር); ልክፍብር
- ልጋጂጥንጥንጥን (AHTO, ልጋጂጥንጥንጥን).

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## 5 በበጥንቃቄ ለመግለጽ የሚችሉ ለውጦችን ማረጋገጥ

- 5.1 ለአጭር ጊዜ የሚጠይቅ የሥራ ሂደት በሰነድ መዝገብ ላይ ለውጦችን ማረጋገጥ የሚችል የሥራ ሂደት መዝገብ መጠቀም አለበት።
- 5.2 ለአጭር ጊዜ የሚጠይቅ የሥራ ሂደት በሰነድ መዝገብ ላይ ለውጦችን ማረጋገጥ የሚችል የሥራ ሂደት መዝገብ መጠቀም አለበት።
- የሥራ ሂደት መዝገብ መጠቀም የሚችል የሥራ ሂደት መዝገብ መጠቀም አለበት።
  - የሥራ ሂደት መዝገብ መጠቀም የሚችል የሥራ ሂደት መዝገብ መጠቀም አለበት።
  - የሥራ ሂደት መዝገብ መጠቀም የሚችል የሥራ ሂደት መዝገብ መጠቀም አለበት።
- 5.3 የሥራ ሂደት መዝገብ መጠቀም የሚችል የሥራ ሂደት መዝገብ መጠቀም አለበት።
- የሥራ ሂደት መዝገብ መጠቀም የሚችል የሥራ ሂደት መዝገብ መጠቀም አለበት።

## 6 ማጠቃለያ

- 6.1 የሥራ ሂደት መዝገብ መጠቀም የሚችል የሥራ ሂደት መዝገብ መጠቀም አለበት።
- 6.1.1 የሥራ ሂደት መዝገብ መጠቀም የሚችል የሥራ ሂደት መዝገብ መጠቀም አለበት።
- የሥራ ሂደት መዝገብ መጠቀም የሚችል የሥራ ሂደት መዝገብ መጠቀም አለበት።



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7.5.8 ለረብካቸው ልዩነቶች ምክንያት የሚከሰቱ የጥፋት ምልክቶች ለሚገኙት የሚከተሉት ምሳሌዎችን ያመለክታሉ፡

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8.2.10.2  $\sigma^2 \nabla^c \sigma^c \Delta_{\mathbb{C}} \nabla^c \gamma^c \gamma^c \nabla^c \nabla^c \sigma^b \nabla^c \sigma^c \Delta_{\mathbb{C}} \nabla^c \sigma^c$ .

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▷ΔJ Δ:  $\mathbb{A}^b \mathbb{C}^b$   $\mathbb{L}^c \mathbb{N}^c \mathbb{C}^c$   $\mathbb{M}^c$   $\mathbb{A}^c \mathbb{L}^c \mathbb{M}^c$   $\mathbb{A}^c \mathbb{N}^c \mathbb{M}^c$

[illegible][illegible][illegible]

▷AJ A: L<sup>a</sup> eci<sup>c</sup> nnc<sup>sb</sup> / L<sup>a</sup> c<sup>c</sup> m▷ < e<sup>c</sup> n<sup>a</sup> l<sup>a</sup> c<sup>c</sup> l<sup>a</sup> c<sup>sb</sup> n<sup>a</sup> m<sup>c</sup> Δ c<sup>a</sup> l<sup>a</sup> n<sup>a</sup>▷ c<sup>c</sup> Δ<sup>a</sup> l<sup>a</sup> m<sup>c</sup> n<sup>sb</sup> / c<sup>sb</sup> n<sup>c</sup>

[illegible][illegible][illegible]



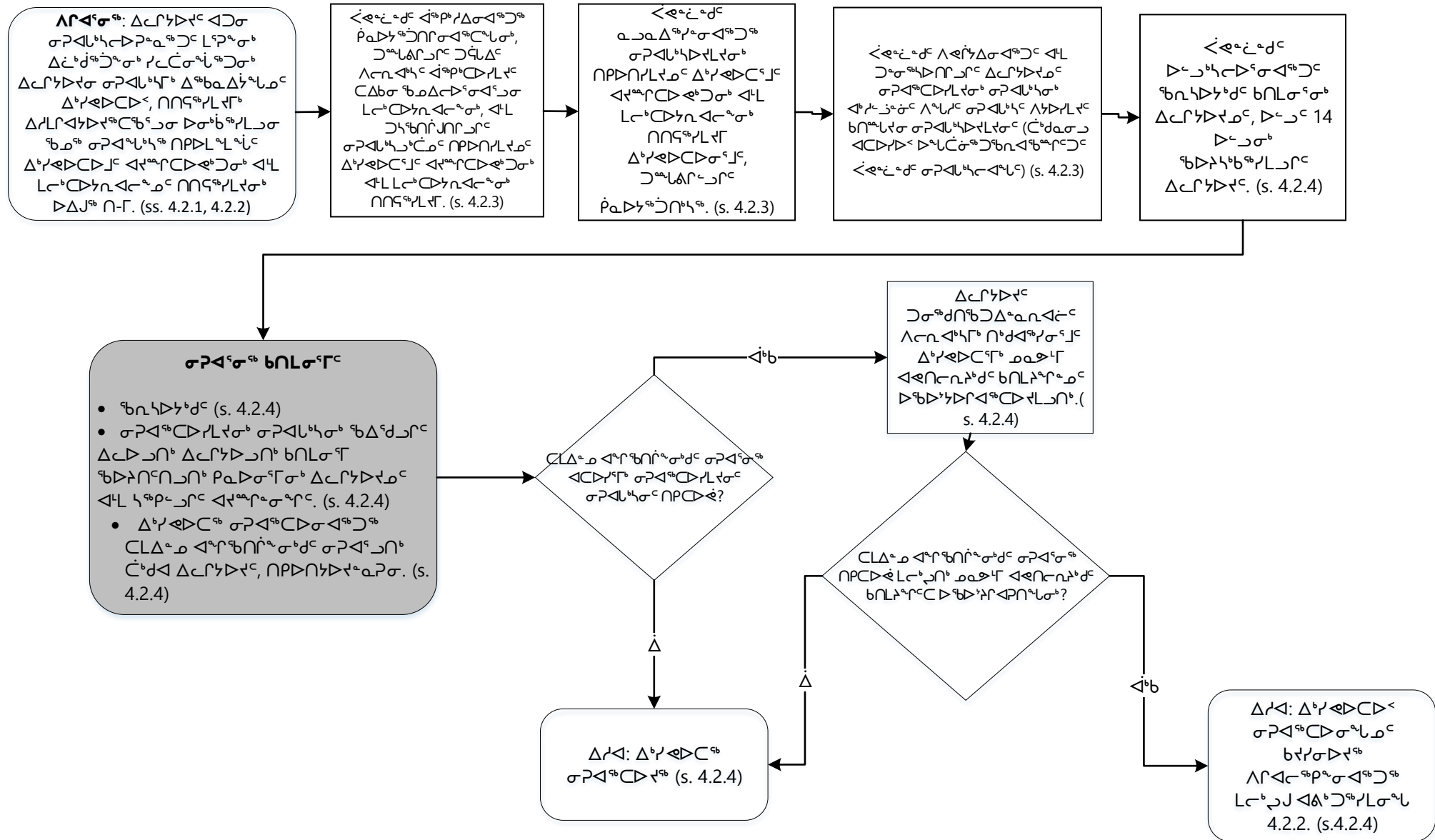


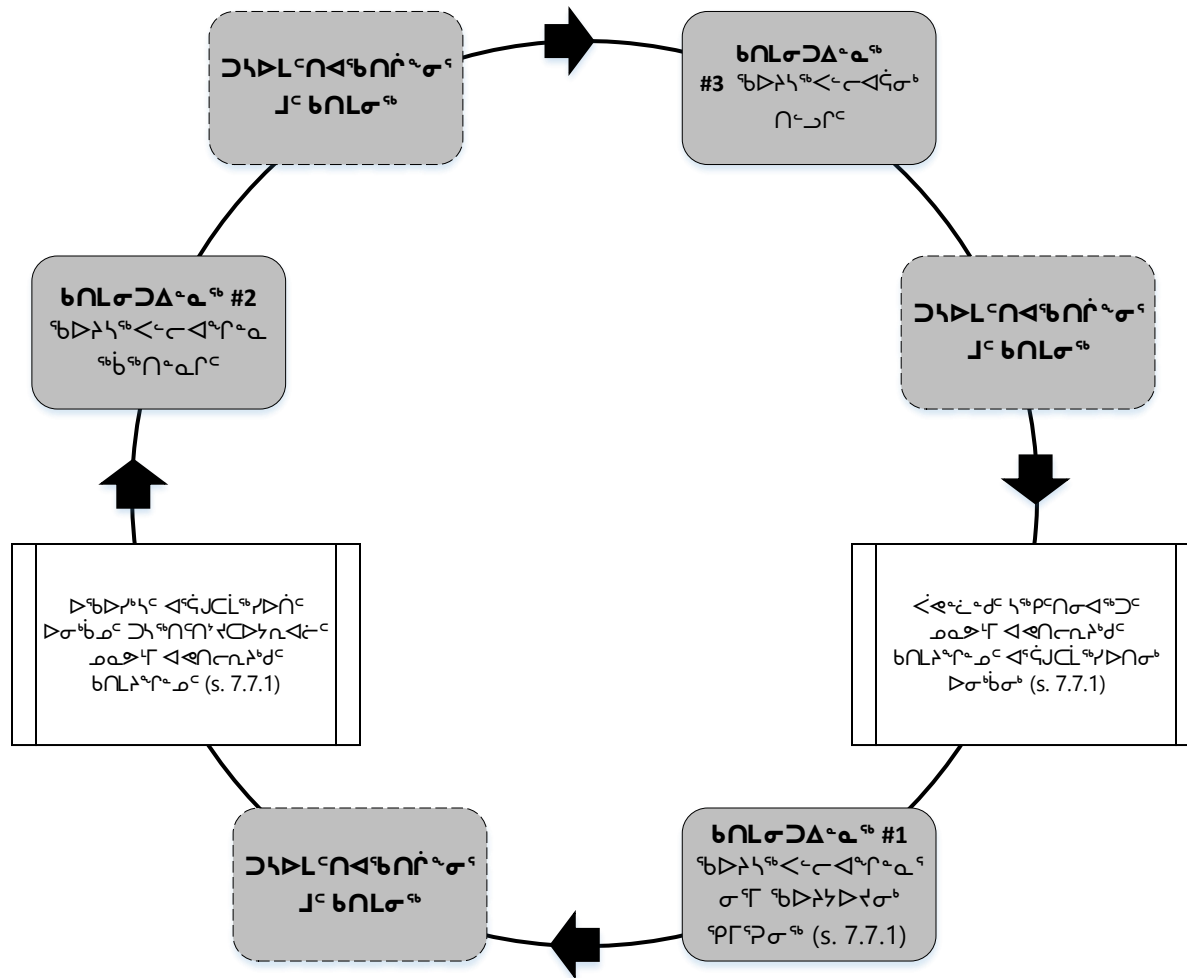
[illegible][illegible]





$\nabla^2 \psi = \rho_1 - \sigma_2 \nabla^2 \psi = \nabla^2 \psi$ 
  
 (በጥንቃቄ 4.2)



[illegible]

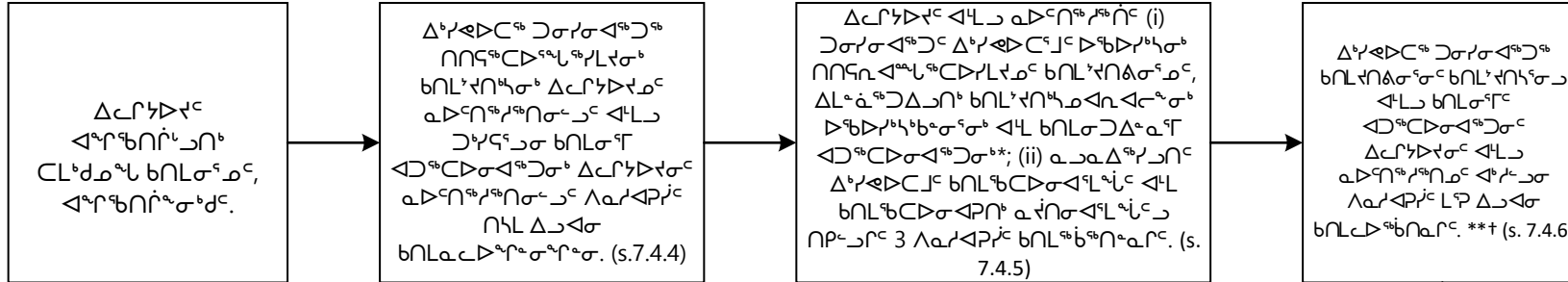
◀▷ $\mathcal{L}^{\mathfrak{c}} \mathcal{J}^{\mathfrak{c}}$  bNL $\sigma^b \mathfrak{b}^a \mathfrak{c}^{\mathfrak{c}}$

(C d J  $\Delta^{\text{a}}$   $\Delta^{\text{b}}$  p5  $\Delta^{\text{L}}$  p6)

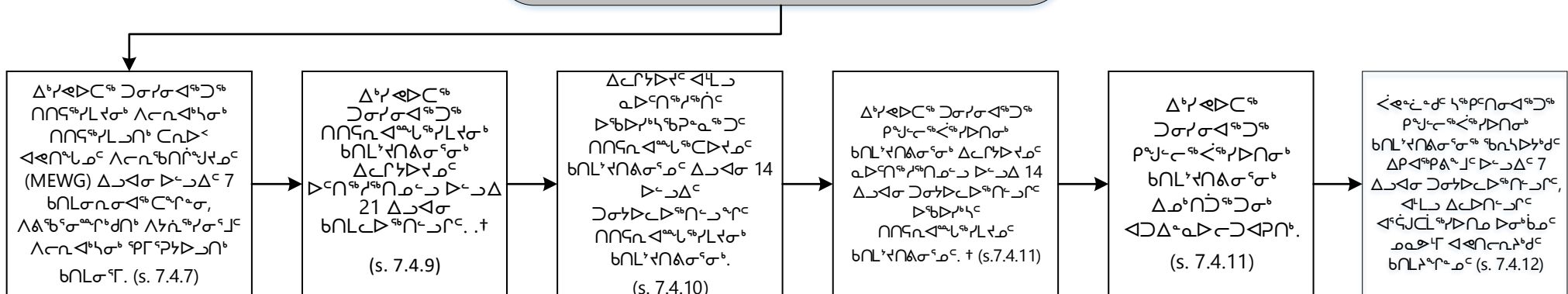
- [illegible]

ՀԱՅԼ՝ՈՎՆՈՐ՝Շ՝Ջ՝ԵՆԻՇ՝

**(በጥንቃቄ ምርመራ 7.4)**

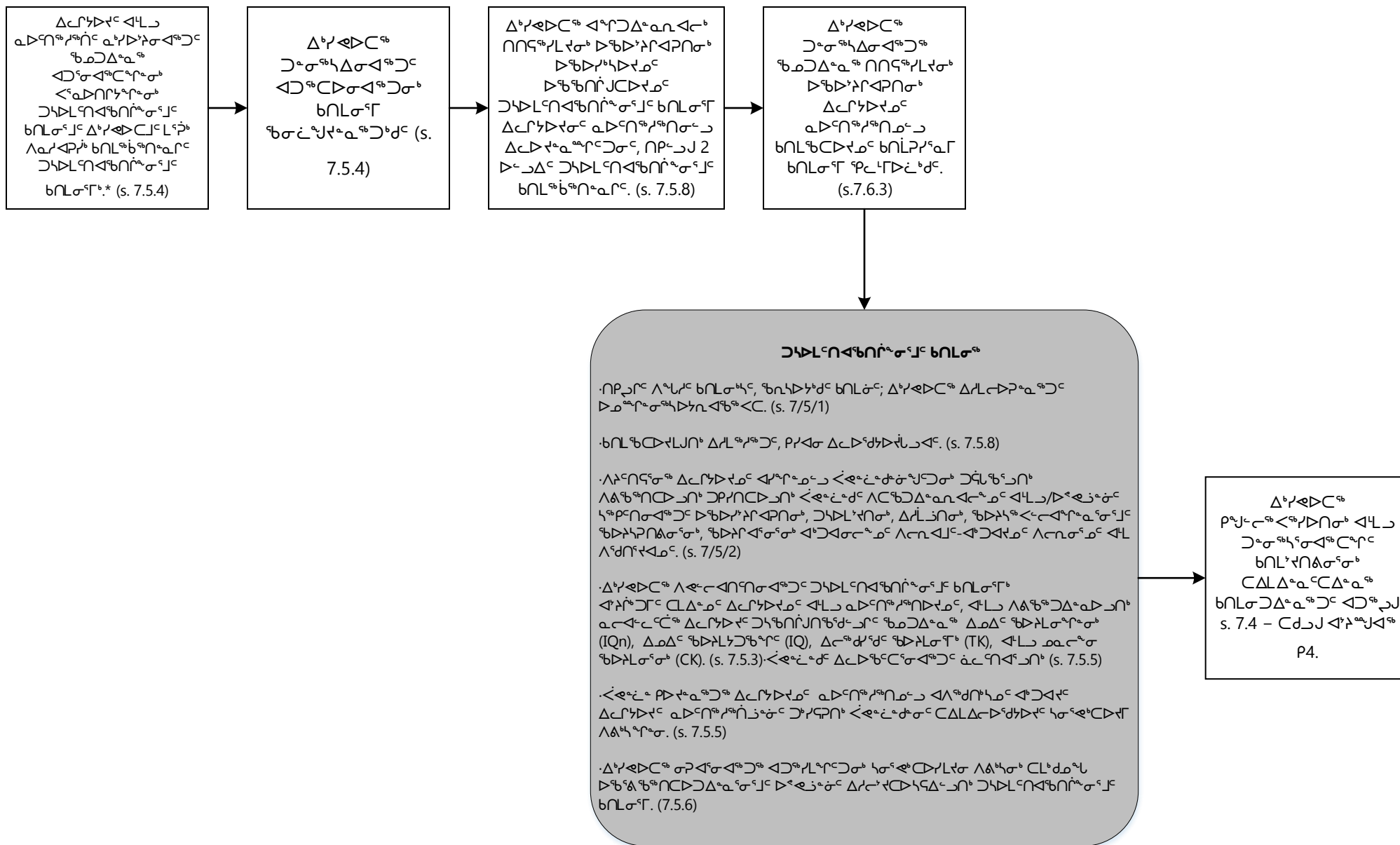

$$b\sigma^{\zeta_b} \Delta^a a^{\zeta_b}$$

3 bNLσDΔ<sup>a</sup>c < Δ<sup>c</sup>J< ΔJ<σ: L Ṗ<sup>b</sup> Ṗ<sub>a</sub>T<sup>c</sup> Ṗ<sub>a</sub><sup>c</sup>J, <CD><sup>c</sup>bN h d<sup>b</sup>d<sup>c</sup>. (ss.  
7.4.1-7.4.2)

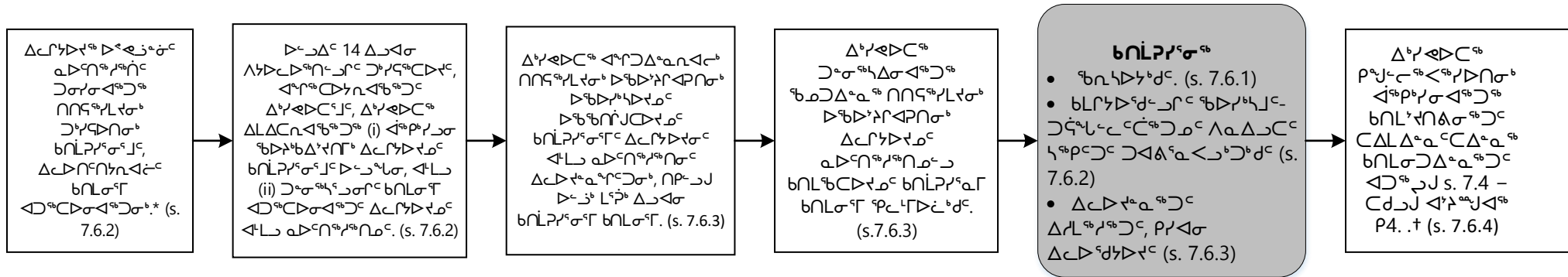
[illegible][illegible][illegible][illegible][illegible]

\*ከቢሮ ፍርድ ቤት ለመገኘት ይገባል፡፡ ለሌሎች ምክር ቤቶች ለመገኘት ይገባል፡፡ (s. 7.4.6).

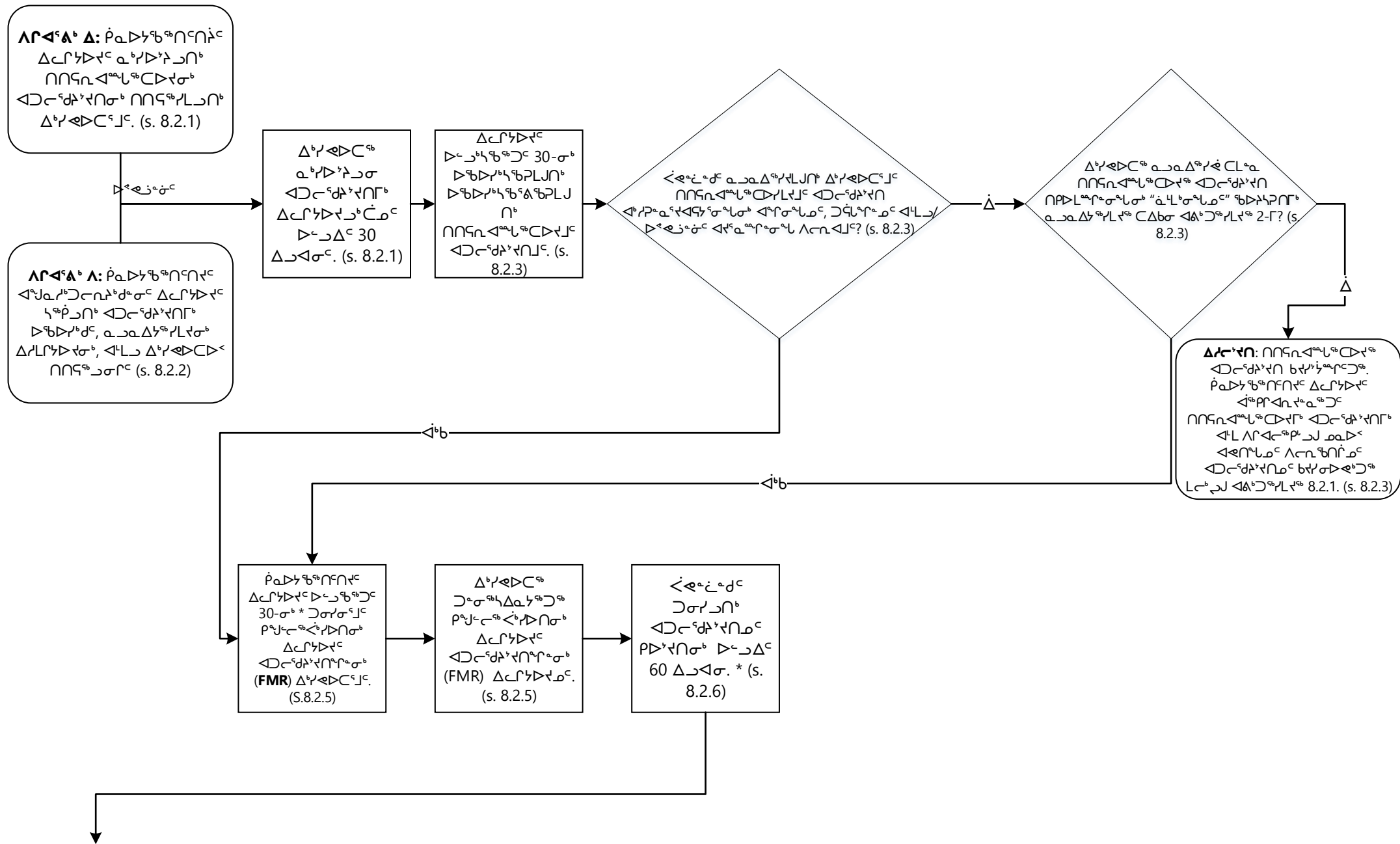
[illegible]

[illegible][illegible]

**◀ᄃᆞᆫᄇᆞᆯ P6 - ከቢጥሩ ምድር ፊት**  
**(በጥናት 7.6)**

[illegible]

† «የመ ለጥራቱ ምክንያት» ብለው ለጥራቱ ምክንያት ለመጥራት ሲሞክሩ ለጥራቱ ምክንያት ለመጥራት ሲሞክሩ ለጥራቱ ምክንያት ለመጥራት ሲሞክሩ (s. 7.2.1).

[illegible]

(ᠪᠠᠭᠠᠨ ᠤᠯᠤᠰ ᠤᠨ ᠤᠯᠤᠰ)

[illegible]

[illegible]