By-laws of the

Yukon Environmental and Socio-economic Assessment Board

Amended: January 30, 2025

Part 1 – Definitions and Interpretation

Authority

1 These by-laws are made by the Board pursuant to section 35 of the Act.

Definitions

2 In these by-laws,

"Act" means the *Yukon Environmental and Socio-economic Assessment Act*, as amended from time to time;

"by-laws" means the by-laws of the Board in force and effect from time to time;

"Chair" means the Chairperson of the Board appointed under subsection 8(3) of the Act;

"Executive Committee" means the executive committee of the Board established by section 8 of the Act;

"member" means a member of the Board and, unless the context requires otherwise, includes the Chair.

Headings

3 The headings preceding each section in these by-laws are included for convenience only and do not form part of the by-laws.

Interpretation

4 In these by-laws, unless the context requires otherwise,

a) words importing the singular shall include the plural, and vice versa; and

b) words defined in the Act have the same meaning when used in these by-laws.

Part 2 – Board Organization

Chair Duties

5 In addition to the specific duties set out under these by-laws, the Chair is responsible for the general and active day-to-day management of the affairs of the Board and shall see that all resolutions of the Board are carried into effect.

Acting Chair

6 For the purposes of these by-laws, if the Chair is unavailable to perform his or her duties for any reason whatsoever, he or she shall designate another member of the Board as acting Chair.

Chair vacant

7 For the purposes of these by-laws, if the Chair position is vacant, the Board shall designate another member of the Board as acting Chair.

Acting Chair Remuneration

8 For the purposes of these by-laws, the Board member designated as acting Chair under sections 6 or 7 shall receive the remuneration attributed to the position of Chair.

Board members

9 A member shall:

a) where practical, use alternate means of participating in a meeting if the member is unable to attend the meeting in person;

b) provide the Chair with reasonable notice of any anticipated absence; and

c) where practical, provide reasonable notice to the Chair of any meeting of the Board the member will not be able to attend.

Duties of Board members

10 A member shall:

a) be familiar with the Act, regulations, Board rules and relevant provisions of final agreements;

b) prepare for meetings by reviewing the materials being considered;

c) attend and actively participate in Board meetings;

d) participate in committees established by the Board, as required from time to time;

e) adhere to the conflict of interest provisions of the Act and the Board conflict of interest policy;

f) adhere to the policies established by the Board.

Ceasing to be Yukon resident

11 A member shall, as soon as practicable, notify the Minister in writing if he or she ceases to be a resident of the Yukon Territory, and the member shall, at the same time, provide a copy of the notice to the Board.

Resigning

12 A member may resign from the Board by delivering a written resignation to the Minister, and the member shall, at the same time, provide a copy of the resignation to the Chair, except where the Chair is resigning, a copy of the resignation shall be provided to the Executive Committee.

Grounds for removal

13 The Minister may remove a member from office pursuant to subsection 11(1) of the Act, where the Board has determined that the conduct of the member is injurious to the ability of the Board to fulfill its responsibilities. Prior to making its determination, the Board shall provide the affected member with a procedurally fair opportunity to respond to the matter. The determination of the Board shall be made by resolution in writing with reasons and shall be provided to the Minister and the affected member.

Part 3 – Board Meetings

Board meetings

14 The Chair shall call a meeting of the Board at least six times annually and may call additional meetings of the Board as the Chair determines advisable for the proper conduct of the Board's business.

Members may request meeting

15 The Chair shall call a meeting of the Board upon receiving a request in writing signed by at least two members. A request made by members under this section shall specify the matters to be discussed at the meeting and contain sufficient information respecting those matters to enable the other members to form a reasoned judgment on the decision to be taken.

Notice of meeting

16 The Chair shall give or cause to be given, notice of a meeting of the Board.

Notice

17 Notice of a Board meeting shall be given by fax, email or mail and be provided to each member not less than seven days before the meeting is to be held, and shall include the agenda for the meeting and sufficient information respecting the matters to be considered at the meeting to enable a member to form a reasoned judgment on the decisions to be taken.

Waiving notice period

18 The notice period referred to in section 16 may be abridged or waived with the consent of all members of the Board eligible to participate in the meeting.

Waiving notice

19 Failing to give proper notice of a Board meeting shall not automatically invalidate the meeting or decisions taken at the meeting, and a member may at any time waive the requirement for notice of the meeting and approve or confirm decisions taken at the meeting.

Quorum

20 As provided by subsection 15(1) of the Act, a quorum of the Board consists of a majority of the members holding office or three members, whichever is greater. Where quorum is met, those members of the Board forming the quorum may exercise the powers of the Board under these by-laws.

21 If a Board member has a conflict of interest which precludes them from participating in a matter before the Board, that member will not be counted in determining quorum for that matter. This does not, however, prevent the remaining members from proceeding with and making a decision on that matter, so long as the remaining Board members do not fall below quorum.

Location

22 Subject to section 23, meetings of the Board shall be held in the Yukon, at such place and time as the Chair determines.

Meetings outside Yukon

23 The Board may, where it determines appropriate to do so, hold a meeting of the Board in Inuvik or Fort McPherson, Northwest Territories.

Participation by telephone, etc.

24 A member may participate in a Board meeting by means of telephone or other

communications facilities that are likely to enable all persons participating in the meeting to hear each other, and a member so participating is deemed to be present at the meeting.

Chair

25 The Chair shall preside at any meeting of the Board.

Meetings not open to public

26 Meetings of the Board shall not be open to the public.

Decision by majority vote

27 At all meetings of the Board, every question shall be decided by a majority of votes cast on the question and each member is entitled to exercise one vote.

No proxy

28 A member shall not participate or vote at any meeting by proxy.

Ballot vote

29 A vote at a Board meeting may be taken by a show of hands, unless a ballot is directed or requested. A ballot may be directed by the Chair or requested by any member entitled to vote at the meeting before a vote is to be taken by a show of hands, or immediately after the result of such a vote is declared. A ballot vote shall be taken in the manner directed by the Chair and the result shall be the decision of the members.

Declaration by Chair

30 The declaration of the Chair that a resolution has been carried, carried unanimously or by a particular number of votes, or not carried, and an entry to that effect in the minutes of the meeting is sufficient evidence of that fact, without further proof of the number of votes recorded in favour or against such resolution.

Signed resolutions

31 A resolution signed by all members who would be entitled to vote on the resolution at a Board meeting, is as valid as if it had been passed at a Board meeting.

Minutes and Records

32 The Chair shall cause minutes to be prepared and kept:

a) of the names of the persons present at each meeting of the Board; and

b) of all resolutions of the Board, which may indicate the number of members that voted for or against the resolution, or abstained from voting.

Minutes are the official record

33 The minutes of a Board meeting shall be circulated among the members and approved at the next meeting of the Board. The approved minutes constitute the official record of the discussion and decisions of the Board at that meeting.

Storing minutes

34 The minutes and records of the Board shall be kept in a secure location at the Board's head office, or other secure place designated by the Board.

Part 4 – General

Main office

35 As provided by section 19 of the Act, the main office of the Board shall be in Whitehorse, or such other place in Yukon as the Governor in Council designates.

Fiscal year

36 The Board's fiscal year end shall be March 31 in each year.

Banking arrangements

37 The banking business of the Board shall be transacted with a chartered bank, or other corporation carrying on a banking business, as the Board may by resolution determine.

May not borrow money, etc.

38 Subject to section 39, the Board shall not borrow money, mortgage, pledge or encumber any of its assets in any way.

Exception

39 The Board may maintain a line of credit at a chartered bank and, if transfer payments from the Government of Canada are not received in a timely fashion, the Board may utilize the line of credit to provide bridge financing for the purposes of paying staff wages and benefits, Board member honoraria, and costs associated with maintaining the Board offices. The line of credit shall be repaid from the proceeds of the transfer payments when received.

Contracts

40 Signing authority to enter contracts in the name of the Board shall be established by policy approved by the Board.

Cheques

41 Cheques or similar banking instruments requiring the signature of the Board shall be signed by:

a) any two members of the Executive Committee, or

b) one member of the Executive Committee and either the Executive Director or the Finance and Administration Manager, and

if a member of the Executive Committee is not readily available, another Board member may sign in place of the Executive Committee member.

Other documents

42 The Chair, on behalf of the Board an in accordance with s.23 of the Act, shall:

a) assign staff to the designated offices; and

b) authorize one or more of the staff assigned to a designated office to exercise the powers of the designated office relating to evaluations.

43 Documents, other than documents coming within the scope of sections 40, 41 and 42 of these by-laws, requiring the signature of the Board shall be signed by any two members of the Executive Committee and where a member of the Executive Committee is not available another Board member may sign in place of the Executive Committee member.

Reports and records

44 The Chair shall ensure

a) that reports of the Board to be submitted to the Minister are provided for review and approval of the Board in a timely manner; and

b) that financial and other records of the Board required by legislation or the by-laws are prepared in a timely manner and are maintained and stored appropriately.

Public relations

45 Unless otherwise directed by the Board, or precluded by a conflict of interest, the Chair shall be the chief spokesperson for the Board on matters respecting the general operations of the Board. Where practical to do so, the Chair shall seek the views of Board members prior to commenting to the media.

Part 5 – Policies

Policies

46 The Board may establish policies, not inconsistent with the Act or these by-laws, relating to the conduct and management of the internal administrative affairs of the Board and its staff.

Part 6 – Amending the By-laws

Amendment of by-laws

47 These by-laws may be repealed or amended at a meeting of the Board duly called for that purpose.