



CENTRAL COUNCIL

Tlingit and Haida Indian Tribes of Alaska

9097 Glacier Highway • Juneau, Alaska 99801

CENTRAL COUNCIL OF TLINGIT AND HAIDA INDIAN TRIBES OF ALASKA

Eightieth Annual Tribal Assembly

April 15-17, 2015

Juneau, Alaska

Resolution TA/ 15-03

Title: Tribal Members Advocate to Improve Equal Voting Rights Protocol in Sealaska Corporation Director Elections

By: Juneau Tlingit and Haida Community Council

WHEREAS, Central Council Tlingit & Haida Indian Tribes of Alaska (Central Council) Is a federally recognized tribe with nearly 30,000 tribal citizens; and

WHEREAS, The election practice of discretionary voting for Sealaska Corporation directors has taken away from Tlingit-Haida Central Council tribal citizens their Own self-determination from the fruits of the 1971 ANCSA Public Law; and

WHEREAS, Discretionary voting was designed by the State of Alaska to make it possible for small groups, who would not normally be elected, to be elected, thus affording representation to all stakeholders; and

WHEREAS, the effects of Discretionary voting by a major corporation like Sealaska Corporation constitutes a monopoly. By design a small group of directors control a very large group of stakeholders through appointments, endorsements, campaign funds and election perks regular tribal members are denied; and

WHEREAS, the expense of solicitation for an independent tribal group forming a slate is in excess of \$60,000 dollars, which was never meant to be, and is cost prohibitive to Tlingit Haida Central Council tribal members; and

WHEREAS, the Alaska Native Claims Settlement Act is a settlement between the United States of America and the Tlingit and Haida tribes and clans. The suit is based upon the U.S. Court of Claims determination that the lands and waters of the Tongass forest was owned and occupied by these tribes and clans. The U.S. Congress determined that the best way to manage the settlement was to place the benefits of ANCSA in "for-profit corporations." Thus, the stockholders of said corporations are tribal member shareholders. As owners of Sealaska Corporation equal treatment and participation by tribal member shareholders should be the rule, and a one person one vote balloting should be practiced rather than the unequal power of the board of directors to use discretionary voting, in lieu of a tribal member shareholder directly casting his/her vote; and

WHEREAS, the Alaska State Legislature is considering Senate Bill 77 "An acting relating to the books and records of a corporation, including the non-application of certain

provisions to a state bank, the waiver or alteration of certain provisions by shareholder agreements, and the application of certain provisions to shareholder voting trusts; and amending Rule 26, Alaska Rules of Civil Procedures." This legislation would diminish the rights of shareholders to have policy authority and access to books and records of a Native corporation, alteration of certain provisions by shareholder agreements and the application of certain provisions to shareholder voting trusts; and

WHEREAS, the Alaska State Legislature is considering House Bill 149 entitled: "An Act relating to an amendment of the articles of incorporation of certain Native corporations to establish a lower quorum requirement for shareholder meetings." This legislation will reduce the official quorum of an annual meeting from 50% +1 to 33%. This legislation will concentrate the power of existing board of directors and will cause over time the inability of shareholders to change directors and allow for diversity of directors in the boardroom.

NOW THEREFORE BE IT FURTHER RESOLVED, that the Eightieth Tribal Assembly of Central Council of Tlingit and Haida Indian Tribes of Alaska delegation convened in Juneau, Alaska on April 15-18, 2015, hereby requests the Executive Council to meet with the Sealaska board, face to face, and convey these 2015 tribal body concerns regarding voting protocols and develop a policy and solution for creating balance in Sealaska Corporation elections. Also, report back to this duly elected body of 2015 delegates; and

BE IT FURTHER RESOLVED, the Tribal Assembly hereby strongly urges when discretionary voting is used for the election of Sealaska directors, the proper protocol is there must be a separate slate challenging the Sealaska Corporation proxy, otherwise it will not be used. This solution will provide for balance and equal voting rights for Tribal members of Sealaska Corporation; and

BE IT FINALLY RESOLVED, tribal citizen shareholders oppose the enactment by the Alaska State Legislature of Senate Bill 77 and House Bill 149.

ADOPTED this 16th day of April 2015, by the Eightieth Tribal Assembly of Central Council of Tlingit and Haida Indian Tribes of Alaska.

CERTIFY



President Richard J. Peterson

ATTEST



for: Tribal Secretary Jolene Edenshaw