



Indigenous Peoples' Rights and Participation in 2024 AGM Proposals

1. Overview

In 2023 First Peoples Worldwide at the University of Colorado Boulder issued our first report on Indigenous Peoples' attendance and engagement at annual general meetings (AGMs) of shareholders of large companies. This second edition of the report covers nine major shareholder proposals submitted to eight companies in Canada and the United States in 2024; seven proposals were submitted to banks, one to an insurance company, and one to an energy company.

The first edition of the report detailed twelve proposals. Five proposals from the 2023 AGM season did not reappear in 2024 due to negotiations between companies, investors, and Indigenous Peoples. Future editions of this report will update readers on the status of commitments made by these companies.

The 2024 proposals addressed three main topics. First, Indigenous Peoples' right to free, prior and informed consent (FPIC), as outlined in the United Nations Declaration on the Rights of Indigenous Peoples. Second, independent racial equity audits that assess a number of bank policies, including a company's impact on Indigenous Peoples. Third, human rights risk assessments that include an analysis of due diligence processes impacting the rights of Indigenous Peoples.

In Canada, all three shareholder resolutions impacting the rights of Indigenous People in the banking sector were withdrawn after negotiations between banks, shareholders, and impacted Indigenous Peoples. The success or failure of the commitments made by these banks will be assessed in future editions of this report. The only Canadian proposal to go to a vote was a proposal regarding FPIC filed at the pipeline and energy company TC Energy. The withdrawn bank proposals continue a trend from 2023 when four shareholder proposals at banks were withdrawn following negotiations and new policy commitments.

In the United States, five shareholder proposals came to a vote at AGMs. The majority of the proposals included in both this report and our 2023 report focus on the banking sector. Many of the largest banks have met with shareholders and impacted Indigenous Peoples to discuss the proposals, but American banks have shown a reluctance to adopt new policy regarding Indigenous Peoples' rights.

New for this report is the indication of the format of the AGM – virtual, hybrid, or in-person. During the height of the COVID-19 pandemic companies shifted to virtual AGMs. The format of the AGMs included in this report varies; one was held in-person only, five only allowed for virtual participation, and two AGMs used a hybrid format with both virtual and in-person options. Virtual-only AGMs do not allow shareholders and Indigenous Peoples to directly discuss their proposals, rights, and concerns with company leaders. The format of an AGM should not be used to suppress the voice of shareholders and Indigenous Peoples.

This report contains a table demonstrating the results of shareholder proposals over the past three years, company-by-company updates, and the text of proposals in Appendix A so that shareholders, investors, and Indigenous Peoples can learn from the efforts of others.

Bringing a resolution to an AGM is one part of a broad spectrum of company engagement for Indigenous Peoples and shareholders. Investors and Indigenous Peoples interested in sharing lessons and learning more about shareholder advocacy are invited to join us for regular monthly meetings of the Investors and Indigenous Peoples Working Group¹ and our webinars and upcoming events.²

Indigenous Peoples and shareholders will continue to monitor the policy commitments made by major Canadian banks in the past few years and will continue to engage with companies to advance the rights of Indigenous Peoples. **As Grand Chief Stewart Phillip, President of the Union of BC Indian Chiefs reminds us, “Policies are one thing but what matters is action.”**³

¹ <https://www.colorado.edu/program/fpw/investors-indigenous-peoples-working-group>

² <https://www.colorado.edu/program/fpw/iipwg/webinars-and-roundtables>

³ https://www.ubcic.bc.ca/investor_engagement_yields_major_changes_to_indigenous_rights_at_canadas_large_st_bank

Table 1: 2024 Annual General Meeting proposals in support of the rights of Indigenous Peoples

Company	Industry	Location	Ticker	Impacted Indigenous Community	Filer	Topic	2024 result	2023 result	2022 result	Format
Bank of Montreal (BMO)	Bank	Canada	TSX: BMO	Many communities impacted	SHARE, BCGEU, Atkinson Foundation	Racial equity audit	Withdrawn	37%	N/A	Hybrid
Citigroup	Bank	U.S.	NYSE: C	Anishinaabe; Bad River Band of the Lake Superior Tribe of Chippewa Indians; Bay Mills Indian Community; Giniw Collective; Federation of the Achuar Nationality of Peru; Confederation of Indigenous Nationalities of the Ecuadorian Amazon (CONFENIAE)	Sisters of St. Joseph of Peace; Investor Advocates for Social Justice	FPIC	26.3%	31.06%	34.3%	Virtual
JP Morgan Chase	Bank	U.S.	NYSE: JPM	Waoorani, Kichwa, Tagaeri, and Taromenane Indigenous Peoples; Carrizo/Comecrudo Tribe of Texas; many communities impacted	United Church Funds	FPIC	30.8%	N/A	N/A	Virtual
PNC	Bank	U.S.	NYSE: PNC	Many communities impacted	Maryknoll Sisters of St. Dominic	Human rights risk	9.9%	N/A	N/A	Virtual
Royal Bank of Canada (RBC)	Bank	Canada	TSX: RY	Many communities impacted	SHARE, BCGEU, Atkinson Foundation, BCGEU, Hamilton Community Foundation, Pension Plan of the United Church of Canada, United Church of Canada Treasury, Greater Manchester Pension Fund, PIRC	Racial equity audit	Withdrawn	42%	N/A	Hybrid
Royal Bank of Canada (RBC)	Bank	Canada	TSX: RY	Many communities impacted	BCGEU, UBCIC	FPIC	Withdrawn	26%	N/A	Hybrid
TC Energy	Energy	Canada	TSX: TRP	Wet'suwet'en Nation; Otomi, Nahua, Nuntajiyi, Totonaco, and Tepehua Indigenous Peoples;	Salal Foundation	FPIC	8.99%	N/A	N/A	Virtual
Travelers	Insurance	U.S.	NYSE: TRV	Gwich'in Steering Committee	Trillium Asset Management	Human rights risk & FPIC	15.6%	N/A*	N/A	In person
Wells Fargo	Bank	U.S.	NYSE: WFC	Anishinaabe; Bad River Band of the Lake Superior Tribe of Chippewa Indians; Bay Mills Indian Community; Giniw Collective	American Baptist Home Mission Society; Investor Advocates for Social Justice	FPIC	23.8%	Withdrawn	26%	Virtual

*Note: a proposal regarding a racial equity audit, which mentioned Indigenous Peoples received 35% at Travelers' 2023 AGM. The 2024 proposal at the Travelers AGM covered a different topic.

2. Banks

Bank of Montreal (BMO)

At BMO's 2023 AGM thirty-seven percent of shareholders supported a shareholder proposal filed by Shareholder Association for Research & Education (SHARE) – on behalf of the Atkinson Foundation - and the B.C. General Employees' Union (BCGEU) citing discriminatory banking practices impacting Indigenous Peoples and calling for a racial equity audit.⁴

A similar proposal was filed for the 2024 AGM from the same proponents as 2023. The 2023 filers were also joined in 2024 by the Hamilton Community Foundation, the Pension Plan of The United Church, and the United Church of Canada Treasury.⁵ In November 2023 – shortly after the new proposal was filed – BMO agreed to conduct a racial equity audit and the proposal was withdrawn.⁶

This is the second year in a row that a shareholder resolution regarding the rights of Indigenous Peoples was withdrawn after negotiations between shareholders and BMO. Prior to the 2023 AGM, BCGEU and the Union of British Columbia Indian Chiefs (UBCIC) withdrew a shareholder proposal calling on BMO to operationalize FPIC. The withdrawal occurred after BMO agreed to include the United Nations Declaration on the Rights of Indigenous Peoples in their Human Rights Statement as well as an enhanced FPIC due diligence process.

Citigroup

For the third year running, Indigenous Peoples presented a shareholder proposal⁷ at the Citigroup AGM regarding FPIC and the rights of Indigenous Peoples. The proposal cites Citigroup's support for companies whose projects do not have the consent of Indigenous Peoples to develop projects that impact them such as the Dakota Access Pipeline, Enbridge's Line 3 and Line 5 pipelines, and Frontera Energy projects in Colombia and Peru.

Ahead of the AGM, Citigroup released a report on the company's policies and practices regarding the rights of Indigenous Peoples.⁸ Analysis of the report conducted by Indigenous Peoples and investors found that the report lacks detailed information.^{9,10} Olivia Bisa, President of the Autonomous Territorial Government of the Chapra Nation in Peru said, ***"Citi talks about respecting the Free, Prior and Informed Consent of Indigenous communities as set down by the UN, but it has clients like Petroperú which refuse to recognize the right to say no of seven Indigenous nations in the Peruvian Amazon. Petroperu's disregard for Indigenous rights should mean something to the banks that lend them money; but in reality their mutual business continues. If they are serious about Indigenous rights, Citi must hold its clients accountable for ensuring that their due diligence adheres to international standards of Free, Prior and Informed Consent."***¹¹

Juan Mancias, tribal chairman of the Carrizo Comecrudo Tribe of Texas, presented the proposal. The Carrizo Comecrudo Tribe has asked banks and insurance companies, including Citigroup, to commit to

⁴ <https://share.ca/blog/bmo-shareholders-join-rbc-voters-in-support-for-racial-equity-audits/>

⁵ https://www.bmo.com/ir/files/F24%20Files/BMOProxy_March2024.pdf

⁶ <https://www.investmentexecutive.com/news/research-and-markets/rbc-commits-to-racial-equity-audit-following-engagement-from-share/>

⁷ <https://iasj.org/wp-content/uploads/Citi-2024-Indig.-Rights-Shareholder-Proposal-FINAL.pdf>

⁸ <https://www.citigroup.com/rcs/citigpa/storage/public/2023-Respecting-Rights-Indigenous-Peoples-Report.pdf>

⁹ <https://amazonwatch.org/wp-content/uploads/2024/04/Achuar-Wampis-Chapra-re-Citi-Report.pdf>

¹⁰ <https://www.sec.gov/Archives/edgar/data/1636143/000121465924006469/r49240px14a6g.htm>

¹¹ <https://fossilfreeciti.org/2024/04/10/investor-nuns-reject-citi-indigenous-report-as-wholly-unresponsive-in-sec-filing/>

not support projects that impact sacred sites.¹² Twenty-six percent of shareholders supported the FPIC proposal at this year's AGM, down from 31.06% in 2023 and 34.3% in 2022.

Following the shareholder meeting, Chair Mancias said, ***"Citi has provided Enbridge with over \$5 billion in financing enabling the Rio Bravo pipeline which Enbridge is trying to build on Carrizo Comecrudo land. Citi clients like Enbridge will destroy acres of wetlands and the habitats of threatened and endangered plant and animal species. These projects affect us as a tribe. Société Générale and BNP Paribas have withdrawn funding from the Rio Bravo project because they see this risk in financing indigenous rights violations. We urge the city to stop investing in companies that steal Indigenous land and exploit our environment."***¹³

JP Morgan Chase

A shareholder proposal¹⁴ addressing the rights of Indigenous Peoples appeared for the first time at the AGM of JP Morgan Chase. As with Citigroup and Wells Fargo, the proposal at JP Morgan Chase documents the bank's history of financial support for companies whose projects do not have the consent of Indigenous Peoples to develop projects that impact them such as the Dakota Access Pipeline, Enbridge's Line 3 and Line 5 pipelines, and Amazon basin oil and gas projects such as those operated by Gran Tierra Energy and PetroAmazonas.

One month before the shareholder meeting, JP Morgan Chase canceled a scheduled meeting with Indigenous leaders from Peru who traveled to the U.S. to meet with banks to discuss concerns with financial support for Petroperú.¹⁵

Olivia Bisa, president of the Autonomous Territorial Government of the Chapra Nation of Peru spoke at the AGM, calling on investors to support the shareholder proposal: ***"Indigenous peoples have the right to say no to oil in our territories. However, Chase makes this reality impossible. Instead of listening to us, it invests billions of dollars in companies that destroy our lives and our Mother Earth."***¹⁶

The FPIC and Indigenous Peoples' rights shareholder proposal received 30.8% of the vote at the AGM.

PNC

At the April 2024 AGM, shareholders of the financial services company and bank PNC considered a proposal¹⁷ requesting that the Board of Directors report on the implementation of the company's human rights statement. The proposal was submitted by Maryknoll Sisters of St. Dominic. The proposal addresses a broad range of human rights concerns, including the rights of Indigenous Peoples.

The proposal cites numerous human rights concerns in PNC's financial services, including support for the Dakota Access Pipeline, a project that does not have the consent of impacted Indigenous Peoples such as the Standing Rock Sioux Tribe.

¹² <https://www.wmf.org/project/garcia-pasture> <https://www.sierraclub.org/press-releases/2024/07/gulf-coast-residents-and-major-organizations-call-financial-institutions>

¹³ <https://fossilfreeciti.org/2024/04/30/investors-support-remains-strong-on-indigenous-rights-resolution-at-citi-undisclosed-at-wells-fargo/>

¹⁴ <https://www.jpmorganchase.com/content/dam/jpmc/jpmorgan-chase-and-co/investor-relations/documents/proxy-statement2024.pdf>

¹⁵ <https://amazonwatch.org/news/2024/0425-investors-slam-jpmorgan-chase-for-canceling-meeting-with-amazon-indigenous-leaders>

¹⁶ <https://amazonwatch.org/news/2024/0521-over-30-of-jpmorgan-investors-support-resolution-on-indigenous-rights>

¹⁷

https://d1io3yog0oux5.cloudfront.net/_b160cb3bd59afde6a929ca287e3a6086/pnc/db/2263/21493/proxy_statement/2024+Proxy+Statement.pdf

PNC's Human Rights Statement¹⁸ does not mention the rights of Indigenous Peoples. PNC's Responsible Lending Practices¹⁹ report mentions a "Rapid Risk Screen" process that considers the human rights impact on Indigenous Peoples, however the document does not provide details. PNC's Responsible Lending Practices report does not state which rights of Indigenous Peoples are considered – such as inherent rights, Treaty rights, the United Nations Declaration on the Rights of Indigenous Peoples, or rights guaranteed by national and subnational governments.

This is the first year that this proposal appeared at PNC's AGM and 9.9% of shareholders supported the proposal.

Royal Bank of Canada (RBC)

At the 2023 RBC AGM shareholders voted on two proposals impacting the right of Indigenous Peoples.²⁰ In 2024, two shareholder resolutions regarding Indigenous Peoples' rights were proposed, but later withdrawn after discussions with RBC.

Ahead of the 2024 RBC AGM, six different entities filed proposals asking the company to publish a racial equity audit analyzing RBC's impact on communities of color and Indigenous Peoples. A racial equity audit resolution was presented at the 2023 AGM and 42 percent of shareholders voted in favor of the proposal. In November 2023 RBC made an announcement agreeing to a racial equity audit. BCGEU, SHARE, and other filers welcomed the announcement and withdrew their proposals from the 2024 AGM.²¹

At the 2023 AGM, BCGEU and UBCIC presented a shareholder proposal asking RBC to incorporate Indigenous Peoples' right to free, prior and informed consent in the company's human rights statement. Twenty-six percent of shareholders supported the proposal. In 2023 similar resolutions were withdrawn from AGMs at BMO and TD Bank after discussions with the companies.

Prior to the 2024 RBC AGM, BCGEU and UBCIC proposed a resolution asking RBC to report on the effectiveness of the company's lending practices regarding the rights of Indigenous Peoples, including the right to free, prior and informed consent. The proposal cites shareholder support for the previous year's proposal regarding FPIC.

One month before the AGM, UBCIC announced a withdrawal of the 2024 proposal following negotiations with RBC.²² UBCIC stated that the agreement included several commitments from RBC. First, an amended human rights statement that includes the United Nations Declaration on the Rights of Indigenous Peoples, including the right to free, prior and informed consent. Second, a new environmental and social risk and due diligence process and regarding RBC client activities on Indigenous lands. And third, as part of RBC's commitment to conduct a racial equity audit, the independent auditor will review RBC's policies related to the rights of Indigenous Peoples.

Following the announcement of RBC's commitments, Grand Chief Stewart Phillip, President of the Union of BC Indian Chiefs stated, ***"RBC is not off the hook by any means. Policies are one thing but what***

¹⁸ https://www.pnc.com/content/dam/pnc-com/pdf/aboutpnc/CorporateResponsibilityReports/PNC_Human_Rights_Statement.pdf

¹⁹ https://www.pnc.com/content/dam/pnc-com/pdf/aboutpnc/CorporateResponsibilityReports/PNC_Responsible_Lending_Practices.pdf

²⁰ For more on the 2023 proposals see the First Peoples Worldwide report *Indigenous Peoples' Rights and Participation in 2023 AGM Proposals* https://www.colorado.edu/program/fpw/sites/default/files/attached-files/indigenous_peoples_and_the_2023_agm_season.pdf

²¹ https://www.bcgeu.ca/rbc_bmo_shareholders_herald_racial_equity_audit_commitments

²² https://www.ubcic.bc.ca/investor_engagement_yields_major_changes_to_indigenous_rights_at_canadas_largest_bank

matters is action. We will closely monitor RBC's progress. Respecting FPIC is not an optional standard that only applies when consent is granted. It must also include the right to say 'no' and have that respected.²³

Numerous Indigenous leaders attended RBC's 2024 AGM after being denied entry for the past two years. At a news conference following the AGM, Indigenous leaders denounced the AGM format, which only allowed for one minute of comment per speaker. Attendees reported that technological malfunctions impacted the ability of some shareholders and proxies to speak at the meeting. Grand Chief Stewart Phillip described the speaking format as "unreasonable" and "deliberate" and "part of RBC's ongoing strategy to silence our voice, to suppress our message, and to continue doing business as usual."²⁴

Wells Fargo

For the second time in three years, Anishinaabe water protectors presented a shareholder proposal²⁵ at the Wells Fargo AGM regarding FPIC and the rights of Indigenous Peoples. The proposal was last presented in 2022. Similar proposals have appeared at AGMs for Citigroup (2022-4) and JP Morgan Chase (2024).

The proposal cites Wells Fargo's support for companies whose projects do not have the consent of Indigenous Peoples such as the Dakota Access Pipeline and Enbridge's Line 3 and Line 5 pipelines. At the 2022 AGM, 26 percent of shareholders voted in favor of the proposal and this year 23.8 percent of shareholders supported the proposal.

Tribal attorney and founder of Giniw Collective Tara Houska presented the proposal for the second time at the virtual AGM and stated, ***"Human beings are now in the era of 'climate boiling'. Globally, Indigenous peoples are defending what remains of earth's biodiversity and drinkable water with our bodies, our freedom, sometimes our lives. We have cost Wells Fargo clients billions in lost profits. Clients like Enbridge, mired in lawsuits, environmental degradation, and reputational disaster. We are not going to stop — we are standing up for our children, for all children. Wells Fargo can make history. A first step would be telling its shareholders the truth of violations of human rights by its clients."***²⁶

3. Insurance

Travelers

Rachael Johnson – Partnerships Associate at First Peoples Worldwide at CU Boulder – traveled to Hartford, CT along with representatives from Trillium Asset Management to present a shareholder proposal²⁷ regarding human rights risk and Indigenous Peoples' right to free, prior and informed consent. The proposal – a first at Travelers - received 15.6% of the vote at the AGM.

For the past several years First Peoples Worldwide, Trillium Asset Management, the Gwich'in Steering Committee, and others have engaged with Travelers regarding the rights of Indigenous Peoples. Since 2020, the Gwich'in Steering Committee has asked Travelers to commit to not insuring oil and gas projects in the Arctic National Wildlife Refuge in Alaska. In 2023, Bernadette Demientieff, Executive

²³https://www.ubcic.bc.ca/investor_engagement_yields_major_changes_to_indigenous_rights_at_canadas_large_bank

²⁴ <https://www.facebook.com/indigenousclimateaction/videos/703515448426304/>

²⁵ <https://iasj.org/wp-content/uploads/WF-2024-Indig.-Rights-Shareholder-Proposal-FINAL.pdf>

²⁶ <https://fossilfreeciti.org/2024/04/30/investors-support-remains-strong-on-indigenous-rights-resolution-at-citi-undisclosed-at-wells-fargo/>

²⁷ <https://archive.trilliuminvest.com/shareholder-proposal/the-travelers-companies-inc-free-prior-and-informed-consent-2024/>

Director of the Gwich'in Steering Committee, presented a shareholder resolution²⁸ regarding a racial equity audit. The 2023 proposal cited Travelers potential exposure to Indigenous rights risk.

Underwriting, legal, and sustainability staff and managers at several leading global insurance companies have joined training sessions with legal and policy experts at First Peoples Worldwide regarding the rights of Indigenous Peoples, Indigenous rights risk, and free, prior and informed consent due diligence. Several peer insurance companies assess FPIC as part of their underwriting process, including Allianz, AXIS Capital, and Swiss Re. Travelers has not accepted an offer for in-depth dialogue and training regarding Indigenous Peoples' rights.

Following the AGM, Bernadette Demientieff stated, ***"Climate change is warming the Arctic at a rate four times faster than the rest of the world, and it is imperative that corporations begin to prioritize human rights and ecological well-being over short-term economic interests. Travelers' involvement in industries like oil and gas poses significant risks, particularly to Indigenous Peoples like the Gwich'in who depend on the Arctic Refuge for our way of life. We want Travelers to respect the rights of the Gwich'in and protect the Arctic Refuge, so that we can continue to live and thrive off the land Creator blessed us with. The Gwich'in will not allow the destruction of our homelands. We will always protect our ways of life."***²⁹

4. Energy

TC Energy

At the June 4, 2024 TC Energy shareholder meeting Wet'suwet'en Hereditary Chief Na'Moks presented a proposal³⁰ submitted by the Salal Foundation. The shareholder proposal asks the board to authorize an independent assessment of the impact of the company's failure to obtain free, prior and informed consent for its projects. The proposal cites the lack of consent for TC Energy pipeline projects in Canada and Mexico, which impact Nahua, Nuntajiyi, Otomi, Tepehu, Totonaco, Wet'suwet'en, and other Indigenous Peoples.

In presenting the proposal at the AGM, Chief Na'Moks discussed legal, human rights, cultural, and financial concerns with TC Energy's Coast Gas Link pipeline. Chief Na'Moks stated, ***"The ongoing destruction of historical cultural sites without permits has and will continue to impact the Wet'suwet'en people for centuries to come."***³¹

This was the first time that this proposal appeared at a TC Energy AGM and 8.99% of shareholders voted in favor of the proposal. Following the shareholder meeting, Wet'suwet'en Hereditary Chiefs continued their work, calling on investors to not buy new bonds issued by TC Energy.³²

Acknowledgements

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²⁸ <https://archive.trilliuminvest.com/shareholder-proposal/travelers-companies-inc-racial-justice-audit-2023/>

²⁹ <https://us.insure-our-future.com/connecticut-climate-activists-rally-at-travelers-shareholder-meeting/>

³⁰ <https://www.tcenergy.com/siteassets/pdfs/investors/notice-and-access/2024/tce-2024-management-information-circular.pdf>

³¹ <https://player.vimeo.com/video/953589768>

³² <https://bc.ctvnews.ca/wet-suwet-en-hereditary-chiefs-urge-banks-to-snob-tc-energy-bonds-1.6913691>

Appendix A

1. Sample resolutions - Banks

Topic: FPIC and Indigenous Peoples' rights – Canada

Company: Royal Bank of Canada (RBC)

Notes: In 2023 similar resolutions were submitted to BMO and TD Bank and were withdrawn after discussions with the companies.

RESOLVED shareholders request the Board of Directors provide a report to shareholders (at reasonable cost and omitting proprietary and confidential information) outlining the effectiveness of RBC's policies, practices, and performance indicators in respecting internationally recognized human rights standards for Indigenous Peoples' rights in its existing and proposed general corporate and project financing.

SUPPORTING STATEMENT: RBC faces considerable scrutiny for its role in funding companies whose projects and operations have failed to obtain free, prior and informed (FPIC) consent from Indigenous communities. This includes Santos' Barossa gas project in Australia¹; the Dakota Access Pipeline and Enbridge's line 3 replacement project² in the United States³; Glencore's Cerrejon coal mine in Colombia⁴; and the Coastal Gaslink⁵ and Trans Mountain⁶ pipelines in Canada.

Where violations of Indigenous rights occur, companies may face reputational damage, project disruptions and delays, cost overruns and civil and criminal liability.⁷ These violations may also present legal, financial, regulatory, and reputational business risks to the bank and its shareholders.

It is increasingly recognized that loss of nature and degradation of ecosystems poses a serious systemic risk for the global economy,⁸ and the recognition and protection of Indigenous Peoples' rights is one of the most effective ways of protecting nature.⁹ RBC acknowledges "that the national priorities of Net Zero and reconciliation with Indigenous Peoples are inextricably linked. In the same spirit, we expect RBC's reconciliation journey will increasingly intersect with our climate priorities."¹⁰

At the 2023 RBC annual meeting of shareholders, 27% of shareholders voted in favour of a resolution calling on the bank to amend its human rights position statement and to inform itself as to whether clients have operationalized FPIC. At this meeting, Indigenous water protectors, hereditary leaders and elders were barred from the main meeting room and forced to attend the meeting from a separate reserve room. Many had traveled to express concerns with the Coastal Gaslink project, which failed to obtain FPIC, but were prevented from meaningful participation at the meeting.

¹ <https://www.afr.com/companies/energy/banks-targeted-in-fresh-barossa-gas-battle-20230404-p5cxv0>

² <https://financialpost.com/fp-finance/banking/royal-bank-canada-faces-shareholder-vote-on-climate-standards>

³ <https://www.cbc.ca/news/canada/montreal/dapl-protest-demonstration-banks-1.3840904>

⁴ <https://www.theenergymix.com/2023/06/27/rbc-scorched-for-giant-loopholes-in-coal-investment-policy/>

⁵ <https://www.cbc.ca/news/canada/british-columbia/rbc-coastal-gaslink-defends-1.6412189>

⁶ <https://twnsacredtrust.ca/press-release-be-first-nations-highlight-canadian-banks-pattern-of-supporting-trans-mountainexpansion-through-preferential-rates/>

⁷ <https://www.coforado.edu/program/fpw/sites/default/files/attached-files/socialcostandmaterialloss0.pdf>
<https://amazonwatch.org/news/2022/0622-the-business-case-for-indigenous-rights>

⁸ <https://www.lse.ac.uk/granthaminstitute/news/finance-at-the-nature-frontier/>

⁹ <https://www.unep.org/news-and-stories/story/indigenous-peoples-and-nature-they-protect>

¹⁰ <https://thoughtleadership.rbc.com/92-to-zero-how-economic-reconciliation-can-power-canadas-climate-goals/>

RBC's competitors and peers have made commitments towards operationalizing FPIC in some cases by invoking the UN Declaration on the Rights of Indigenous Peoples (UN DRIP) as well as policy, education and risk management amendments and reviews¹¹. RBC acknowledges that:

“Meaningful engagement and consent is an ongoing exercise of building trust, sharing information, and acting to realign the terms of the partnership based on evolving priorities. It also includes the possibility of saying no – some projects will not align with community values, and they may have to be rerouted or in some cases abandoned.”¹²

Effective policies that protect Indigenous rights are critical to managing material risk and avoiding unnecessary delay, uncertainty, and controversy. This report will help our company more effectively mitigate risk while giving RBC additional leverage to effect meaningful and necessary progress on the path towards reconciliation.

¹¹ See TD Bank and BMO 2023 proxy circulars.

¹² <https://thoughtleadership.rbc.com/92-to-zero-how-economic-reconciliation-can-power-canadas-climate-goals/>

Topic: Racial equity audit & Indigenous Peoples - Canada

Company: Bank of Montreal (BMO)

Notes: A similar resolution was submitted to RBC. Both the BMO and RBC proposals were withdrawn after discussions with the companies.

RESOLVED shareholders request the bank conduct and publish (at reasonable cost and omitting proprietary information) a third-party racial equity audit analyzing BMO's adverse impacts on communities of colour and Indigenous people. Input from civil rights organizations, employees, and customers should be considered.

SUPPORTING STATEMENT: An estimated 2% of Canadians are "unbanked",¹ while 15-25% are "underbanked". Unbanking and underbanking have a disproportionate effect on Indigenous peoples.² The Financial Consumer Agency of Canada found that racialized or Indigenous bank customers are subjected to discriminatory practices,³ were more likely than other customers to be recommended inappropriate products, were not presented information in a clear and simple manner and were offered optional products such as overdraft protection and balance protection insurance.

Financial institutions play a key role in society, allowing businesses and individuals to access essential economic opportunities through a range of financial products and services, including credit and loan services, savings accounts, and investment management. Financial institutions have the responsibility to ensure that their business activities do not discriminate against communities of colour and Indigenous people. As the eighth largest bank in North America, BMO's racial equity commitment and actions can impact its twelve million customers⁴ and influence the industry's approach in addressing the racial wealth gap.

BMO announced its Zero Barriers to Inclusion 2025⁵, a multi-year strategy aiming at supporting equity, equality and inclusion by providing access to opportunities and enabling growth for its employees, customers and communities where it operates. Although well intentioned, the initiatives and investments made in application of this strategy do not constitute a viable alternative to racial equity audits as it fails to identify, prevent and address existing or potential racial inequities stemming from its products and services.

An independent examination of BMO's business activities would help shareholders, employees, and customers understand whether BMO's initiatives are effective and aligned with its stated racial equity commitments while ensuring that the bank's business activities falling outside its Zero Barriers to Inclusion 2025 do not discriminate against people of colour and Indigenous people. A racial equity audit would inform and facilitate any course correction necessary to promote racial equity and protect the company – and by extension its shareholders – from the risks associated with the failure to address systemic racism.⁶

¹ <https://www.bankofcanada.ca/wp-content/uploads/2023/10/sdp2023-22.pdf>

² https://bcbasicincomepanel.ca/wpcontent/uploads/2021/01/Financial_Inclusion_in_British_Columbia_Evaluating_the_Role_of_Fintech.pdf

³ <https://www.canada.ca/en/financial-consumer-agency/programs/research/mystery-shopping-domestic-retailbanks.html>

⁴ <https://www.bmo.com/home/about/banking/investor-relations/annual-reports-proxy-circulars>

⁵ <https://our-impact.bmo.com/us/our-practices/diversity-and-inclusion/>

⁶ https://www.majorityaction.us/s/REPORT_FINAL_CK_1209.pdf

Racial equity audits have proven to be effective risk mitigation tools as they help manage material legal, financial, regulatory, and reputational business risks by identifying, prioritizing, remedying, and avoiding adverse impacts on communities of colour and Indigenous people beyond the workplace.

At BMO's 2023 annual meeting of shareholders, 37% of votes were cast in favour of a resolution requesting a third-party racial equity audit. However, in contrast with a number of its US and Canadian peers, BMO has not confirmed its intention to conduct this assessment.

We urge BMO to assess its business activities through a racial equity lens in order to obtain a complete picture of how it contributes to and could help dismantle systemic racism.

Topic: FPIC and Indigenous Peoples' rights – U.S.

Company: Citigroup

Notes: A similar resolution was submitted to JP Morgan Chase and Wells Fargo.

Resolved: Shareholders request the Board of Directors provide a report to shareholders, at reasonable cost and omitting proprietary and confidential information, outlining the effectiveness of Citigroup's policies, practices, and performance indicators in respecting internationally-recognized human rights standards for Indigenous Peoples' rights in its existing and proposed general corporate and project financing.

Whereas: The UN Declaration on the Rights of Indigenous Peoples and International Labour Organization Convention 169 concerning Indigenous and Tribal Peoples in Independent Countries are internationally-recognized standards for Indigenous Peoples' rights.¹ Violation of these rights presents risks for Citigroup that can adversely affect shareholder value, including reputational damage, project disruptions, and civil and criminal liability.² Citigroup has a history of financing projects and companies that violate Indigenous rights, most notably as a lead financier of the Dakota Access pipeline in 2016,³ and providing \$5 billion to Enbridge through 2021, enabling the widely opposed Enbridge Line 3 and Line 5 pipeline reroutes.⁴ Indigenous leaders from the Great Lakes tribes have called Enbridge's Line 5 pipeline reroute "an act of cultural genocide."⁵ A 2022 ruling found that Line 5 was operating illegally on Bad River Band territory since 2013.⁶ Michigan's twelve federally recognized Tribal Nations requested President Biden to decommission Line 5 in 2021,⁷ noting Enbridge's deceptive tactics, poor environmental track record, and risk of "catastrophic damage" to Indigenous rights.⁸ Companies like Enbridge, financed by Citigroup, consistently fail to meet the international standard of free, prior, and informed consent (FPIC) with affected tribes.⁹ Citigroup is additionally the subject of ongoing protests for its role as a top financier of oil and gas operations in the Amazon rainforest that pose "an existential threat" to Indigenous Peoples.¹⁰ For example, Citigroup finances Frontera Energy, which is connected to widespread violations of Indigenous Rights in Peru and Columbia.¹¹ Protests and blockades from Indigenous communities opposing poor management of oil spills, lack of consultation, and health

1 <https://www.un.org/development/desa/indigenouspeoples/declaration-on-the-rights-of-indigenous-peoples.html> ;

2 https://www.ilo.org/dyn/normlex/en/f?p=NORMLEXPUB:12100:0::NO::P12100_INSTRUMENT_ID:312314

3 https://www.colorado.edu/program/fpw/sites/default/files/attached-files/social_cost_and_material_loss_0.pdf ; <https://amazonwatch.org/news/2022/0622-the-business-case-for-indigenous-rights>

4 <https://www.business-humanrights.org/en/latest-news/usa-citi-ceo-says-bank-approved-dakota-access-pipeline-loan-withoutsufficient-regard-for-indigenous-peoples-concerns/>

5 https://www.ran.org/wp-content/uploads/2020/12/RAN-Briefing_Line3_KXL.pdf

6 <https://www.stopline3.org/news/women-leaders-line5>

7 <https://www.michiganadvance.com/wp-content/uploads/2022/09/20515906551-1.pdf>

8 https://www.baymills.org/_files/ugd/869f65_f8e5288d82084540a9f0e7d5d6c0921f.pdf

9 https://narf.org/nill/documents/20210510BayMills_banish_Enbridge.pdf?_ga=2.239143744.2105983367.1624287541-1503385769.1619537483

10 <https://www.colorado.edu/program/fpw/2022/06/13/united-nations-responds-second-time-violations-anishinaabe-rights-signalspriorities> ; <https://narf.org/bay-mills-line5-pipeline/>

11 [https://www.desmog.com/2022/04/26/existential-threat-indigenous-leaders-urge-citigroup-to-stop-backing-](https://www.desmog.com/2022/04/26/existential-threat-indigenous-leaders-urge-citigroup-to-stop-backing-amazonoil/#:~:text=Between%202016%20and%202020%2C%20Citigroup,land%20rights%2C%20the%20report%20found.)

[amazonoil/#:~:text=Between%202016%20and%202020%2C%20Citigroup,land%20rights%2C%20the%20report%20found.](https://www.desmog.com/2022/04/26/existential-threat-indigenous-leaders-urge-citigroup-to-stop-backing-amazonoil/#:~:text=Between%202016%20and%202020%2C%20Citigroup,land%20rights%2C%20the%20report%20found.)

11 <https://exitamazonoilandgas.org/> ; <https://www.counterpunch.org/2020/07/13/oil-comes-first-in-peru-not-coronavirus-dangernot-indigenous-rights/>

hazards have halted operations on numerous occasions, even prompting Frontera to consider pulling its investments from Peru.¹²

¹² <https://news.mongabay.com/2020/10/more-than-470-oil-spills-in-the-peruvian-amazon-since-2000-report/> ; <https://www.bnamericas.com/en/news/colombian-protesters-lift-oil-blockades> ; <https://www.reuters.com/article/peru-fronteraenergy-oil-idINL2N261114> ; <https://www.reuters.com/article/peru-frontera-energy/update-1-frontera-energy-rethinking-peru-dueto-pipeline-problems-idUSL1N20911S>

Topic: Human rights risk – U.S.

Company: PNC

Notes: This is the first year that this proposal was submitted to PNC and 9.9% of shareholders supported the proposal.

Resolved: Shareholders request the Board of Directors prepare a report, at reasonable cost and omitting proprietary information, explaining how PNC’s risk management systems ensure effective implementation of its Human Rights Statement in existing and proposed general corporate and project financing. The report may include:

- A description of human rights due diligence processes in place to embed respect for human rights into operations and to provide access to remedy for human rights impacts connected to financing relationships; and
- Indicators used to assess effectiveness.

Whereas: Under the UN Guiding Principles on Business and Human Rights (UNGPs), companies are expected to respect human rights throughout their operations by conducting human rights due diligence to assess, identify, prevent, mitigate, and remediate adverse human rights impacts.¹ PNC is one of the largest banks in the US, with over \$556 billion in assets.²

PNC has a practice of financing clients connected to systemic human rights violations, despite its human rights commitments. The Company is exposed to legal and reputational risk if it fails to effectively implement its policies across business activities. For example, PNC was a key financier of Energy Transfer in 2017, which built the widely opposed Dakota Access Pipeline,³ a project which incurred \$7.5 billion in material social costs.⁴ PNC additionally increased its fossil fuel financing by 77% between 2021 and 2022, investments which are frequently linked to human rights abuses, particularly in Indigenous, Black, and brown communities.⁵ For instance, PNC provided credit facilities to enable the now defunct Atlantic Coast Pipeline, which was abandoned in part due to civil rights concerns.⁶

Additionally, PNC lends over \$2.82 billion to companies producing controversial weapons, including nuclear weapons, white phosphorus, depleted uranium weapons, and incendiary weapons.⁷ These are illegal or have prohibited use under international law due to their potentially indiscriminate and disproportionate impacts on civilians.⁸ For example, nuclear weapons are designed to cause massive death and destruction, impacting long-term human health, the environment, and socioeconomic

¹ http://www.ohchr.org/sites/default/files/documents/publications/guidingprinciplesbusinessshr_en.pdf

² <http://www.forbes.com/advisor/banking/largest-banks-in-the-us/>

³ https://www.banktrack.org/download/does_your_money_fund_oil_pipelines/mazaskatataalksdoesyourmoneyfundoilpipelines3f.pdf

⁴ https://colorado.edu/programfpw/sites/default/files/attached-files/social_cost_and_material_loss_0.pdf

⁵ https://www.ran.org/wp-content/uploads/2022/03/BOCC_2022_vSPREAD-1.pdf

<https://www.aiph.aphapublications.org/doi/1-2105/AJPH.2023.307403>

⁶ <https://insideclimatenews.org/news/18052018/atlantic-coast-pipeline-natural-gas-civil-rights-environmental-justice-epa/> ; <https://www.nrdc.org/bio/gillian-giannetti/three-lessons-learned-axed-atlantic-coast-pipeline>

⁷ <https://www.washingtonpost.com/news/checkpoint/wp/2016/09/19/saudi-arabia-appears-to-be-using-u-s-supplied-whitephosphorus-in-its-war-in-yemen/> ; <https://www.nytimes.com/2020/02/07/us/trump-land-mines-cluster-munitions.html> ; <https://www.dontbankonthebomb.com/risky-returns/>

⁸ <https://www.un.org/disarmament/wmd/nuclear/tpnw/> ;

<https://www.icrc.org/en/doc/assets/files/other/customary-internationalhumanitarian-law-i-icrc-eng.pdf>

development.⁹ Major investment institutions are divesting from producers of controversial weapons¹⁰, including over 100 institutions with policies against investments in nuclear weapons.¹¹

Although PNC's Human Rights Statement commits to upholding the UN Universal Declaration of Human Rights, it is not aligned with the UNGPs. PNC's Environmental and Social Risk Management and Rapid Risk Screen tools lag behind peers in identifying the bank's most salient human rights risks. Bank of America and Citigroup disclose lists of high-risk social issues and disclose criteria for elevated human rights due diligence.¹² The report we request will enable investors to assess the effectiveness of PNC's screening tools and questionnaires to mitigate human rights impacts throughout its lending portfolio.

⁹ <http://www.icrc.org/en/document/humanitarian-impacts-and-risks-use-nuclear-weapons>

¹⁰ <https://www.un.org/disarmament/wmd/nuclear/tpnw/> ;

<https://www.icrc.org/en/doc/assets/files/other/customary-internationalhumanitarian-law-i-icrc-eng.pdf>

¹¹ <http://www.dontbankonthebomb.com/policy-analysis-report-moving-away-from-mass-destruction/>

¹² https://about.bankofamerica.com/content/dam/about/pdfs/MISC-02-23-0371_O_f_ADA.pdf ;

<https://www.citigroup.com/rcs/citigpa/akpublic/storage/public/Environmental-and-Social-Policy-Framework.pdf>

2. Sample resolution - Insurance

Topic: Human rights risk & FPIC – U.S.

Company: Travelers

Notes: This is the first year that this proposal was presented at the Travelers AGM. In 2023 Trillium Asset Management presented a proposal at the Travelers AGM regarding a racial equity audit, citing concerns regarding the rights of Indigenous Peoples.

Resolved: Shareholders request that The Travelers Companies (“Travelers”) Board of Directors publish a report, describing how human rights risks and impacts are evaluated and incorporated in the underwriting process. The report should be prepared at reasonable cost and omit proprietary information.

Supporting Statement: The proponents recommend the report include

- The extent to which Free, Prior and Informed Consent (FPIC), as articulated in the United Nations Declaration on the Rights of Indigenous Peoples, is considered or evaluated in the underwriting process; and
- Travelers’ stakeholder engagement process, such as participating stakeholders, key recommendations made, and actions taken to address such recommendations.

Under the UN Guiding Principles on Business and Human Rights, companies are expected to conduct human rights due diligence to meet the corporate responsibility to respect human rights. The UN Declaration on the Rights of Indigenous Peoples recognizes the rights of Indigenous Peoples to self-determination, territories, and cultural practices, and establishes that entities must seek FPIC of Indigenous Peoples related to projects that may impact their rights.

Projects that may negatively impact Indigenous Peoples may face public opposition and increase reputational risk. There are at least two areas where Travelers may be exposed to environmental and social risk:

- Arctic National Wildlife Refuge (“ANWR”): Travelers faces public scrutiny over the potential risk associated with the ANWR. The Gwich’in Steering Committee has written to Travelers asking for a commitment to not to insure projects in the ANWR, to protect its communities, culture, and way of life.¹ Seventeen insurers have committed not to insure oil and gas projects in the ANWR, noting potential negative impacts on Indigenous Peoples and biodiversity.²
- Democratic Republic of Congo (DRC): Travelers has also been asked to make a public commitment to not provide any underwriting or reinsurance for oil exploration and extraction in the Democratic Republic of Congo (DRC). A DRC oil block auction lacks the FPIC of Congolese Indigenous peoples.³

The Principles for Sustainable Insurance, signed by 135 insurers representing \$15 trillion in assets, serves as a framework to address environmental, social and governance (ESG) risks and opportunities.⁴

¹ <https://ourarcticrefuge.org/gsc-and-240-allied-organizations-urge-u-s-insurance-companies-to-meet-the-moment-with-policy-to-protect-the-arctic-refuge/>

² <https://ourarcticrefuge.org/corporate-commitment-to-protect-the-arctic-refuge/>

³ <https://www.greenpeace.org/static/planet4-africa-stateless/2023/09/c9d5ab91-blood-oil-gpa-report-aug-2023-v5.pdf>

⁴ <https://www.unepfi.org/insurance/insurance/signatory-companies/>

Travelers is not a signatory. Several companies incorporate ESG in their underwriting practice, including AIG, Munich Re, and Zurich. Allianz, AXIS Capital, and Swiss Re assess FPIC.

Identification and evaluation of all relevant data or risk factors, including exposure to potential human rights or biodiversity impacts or losses that are relevant in the context of an activity, are necessary to accurately assess the risk exposure and appropriately set pricing, coverage, and exclusions. While Travelers provides some information on its evaluation of general risks in underwriting, it lacks disclosure on how it evaluates human rights risks, in particular the rights of Indigenous Peoples. This may expose the company to mispricing of risk or failing to identify potential social and human rights risks associated with its business activities, which may lead to increased costs, project cancelations, or negative human rights outcomes.

3. Sample resolution – Energy

Topic: FPIC - Canada

Company: TC Energy

Notes: This is the first year that this proposal was presented at the TC Energy AGM, where 8.99% voted in favor of the proposal.

RESOLVED: that the Board commission an independent assessment of the financial, time, reputation and goodwill damage TC Energy has incurred from failing to obtain Free, Prior and Informed Consent for its projects. Shareholders request that the review be disclosed by December 31, 2024. It should be prepared at reasonable cost and omit confidential information.

Shareholder Supporting Statement

The United Nations Declaration on the Rights of Indigenous Peoples (UNDRIP) stipulates that States shall consult in good faith with Indigenous peoples in order to obtain their free, prior and informed consent (FPIC) before implementing measures that may affect them.¹ The federal UNDRIP Act affirms that UNDRIP has legal effect in Canada as an international human rights instrument.²

The Truth and Reconciliation Commission's Call to Action #92 calls upon the corporate sector to adopt and implement UNDRIP "as a reconciliation framework and to apply its principles, norms, and standards to corporate policy and core operational activities involving Indigenous peoples and their lands and resources."³

Free, Prior and Informed Consent (FPIC) is central to the UNDRIP because it recognizes the rights that Indigenous and equivalent peoples have to make their own decisions to say "yes" or "no" to proposals that could impact their lives, lands and futures.

Unfortunately, shareholders need only look to TC Energy's Coastal Gas Link project, the Tuxpan Tula gas pipeline, and the Southeast Gateway pipeline projects to observe how TC Energy has failed to obtain FPIC, resulting in human rights violations, delayed or more costly projects, and increased political, reputational, and financial risks for the company.

Amnesty International concluded there was a years-long campaign of criminalization and unlawful surveillance against Wet'suwet'en peoples⁴ exercising their Indigenous rights as confirmed by the Canadian Supreme court.⁵

It is concerning that conflict with the Wet'suwet'en, repeated environmental violations⁶ and resulting stop work orders⁷ has damaged TC Energy's reputation as it works on the Prince Rupert Gas Transmission pipeline, also in northern BC.

¹ <https://daccess-ods.un.org/access.nsf/Get?OpenAgent&DS=A/RES/61/295&Lang=E>

² <https://www.canlii.org/en/ca/laws/stat/sc-2021-c-14/latest/sc-2021-c-14.html>

³ <https://www.rcaanc-cirnac.gc.ca/eng/1524506030545/1557513309443>

⁴ <https://amnesty.ca/wetsuweten-report/>

⁵ <https://scc-csc.lexum.com/scc-csc/scc-csc/en/item/1569/index.do>

⁶ <https://www.cbc.ca/news/canada/british-columbia/coastal-gaslink-fines-1.6974895e>

⁷ <https://www.cbc.ca/news/canac1a/british-columbia/coastal-gaslink-more-stop-work-orders-1.6837555>

In Mexico, TC Energy's failure to obtain FPIC was central to the controversy, delays, and conflict with the Tuxpan Tula gas pipeline.⁸ By failing to obtain FPIC with the Otomi, Nahuatl, Totonaco and Tepehua peoples, TC Energy violated their Indigenous rights in their traditional territories on land and sea.⁹

With the Southeast Gateway project, TC Energy is repeating the same failures by not obtaining FPIC from the Nahuatl and Nuntajiyi peoples.

Our request for this independent review is prudent, reasonable and proportionate to the growing risks that the company has exposed itself to. We urge shareholders to vote in favour of this proposal to protect TC Energy's reputation and economic interests.

⁸ <https://www.thenation.com/article/archive/mexico-transcanada-pipeline-puebla-indigenous-rights/>

⁹ <https://grain.org/system/articles/pdfs/000/006/784/original/Libro%20completowebCECCAMv1.pdf?1639579631>