



HAMILTON ENTERPRISES HOLDING CORPORATION SHAREHOLDER ANNUAL GENERAL MEETING MINUTES 20-001

9:30 a.m.

October 13, 2020

Council Chambers, Hamilton City Hall, 71 Main Street West

Present: Mayor F. Eisenberger (Chair), Deputy Mayor L. Ferguson
Councillors M. Wilson, J. Farr, N. Nann, S. Merulla, C. Collins,
T. Jackson, J. P. Danko, B. Clark, M. Pearson, B. Johnson,
A. VanderBeek

Absent: Councillor E. Pauls – Other City Business
Councillors T. Whitehead, J. Partridge – Personal

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

- 1. Shareholders Resolution - Consolidated Financial Statements - Year Ended December 31, 2019; Appointment and Remuneration of Auditor; Number of Directors; and, Appointment of Directors for the Corporation (Item 5.1)**

(Merulla/Pearson)

- (a) Consolidated Financial Statements - Year Ended December 31, 2019**

That the Audited Consolidated Financial Statements of Hamilton Enterprises Holding Corporation for the year ended December 31, 2019, as approved by the Board of Directors of the Corporation, be received and approved by the Shareholder;

- (b) Appointment and Remuneration of Auditor**

- (i) That the present auditor, KPMG LLP, be appointed as the auditor of the Corporation for the 2020 fiscal year of the Corporation; and,
- (ii) That the remuneration to be paid to KPMG LLP as auditor of the Corporation for the 2020 fiscal period of the Corporation shall be fixed by the Directors of the Corporation, the Directors of the Corporation being hereby authorized to fix such remuneration.

(c) Number of Directors

WHEREAS, the Articles of Incorporation of the Corporation provide that the Board of Directors shall consist of a minimum of one (1) and a maximum of twenty (20) Directors;

WHEREAS, it has heretofore been resolved that the Corporation shall have eight (8) Directors; and,

WHEREAS, it is desirable for the Corporation to decrease the number of Directors to seven (7) to ensure continuity and a seamless transition in meeting the Sole Shareholder's requirement to have the majority of the Directors be residents of the City of Hamilton;

THEREFORE, BE IT RESOLVED,

That effective the date of these Resolutions, and thereafter until otherwise determined by the Shareholder of the Corporation, the number of Directors that the Corporation shall have shall be seven (7).

(d) Appointment of Directors for the Corporation

WHEREAS, it has been resolved that the Corporation shall have seven Directors;

WHEREAS, the Corporation presently has the seven Directors that it was resolved that the Corporation shall have;

WHEREAS, Councilor Sam Merulla has been selected by the Council of the Shareholder to serve as the Mayor's Designate in the capacity of Director of the Corporation and continues to serve as a Director of the Corporation;

WHEREAS, at the 2019 Annual General Meeting of the Corporation each of Laurie Tugman and Julia Kamula was elected as a Director of the Corporation for a three-year term and each of Greg McCamus and Christa Wessel was elected as a Director of the Corporation for a two-year term, and each continues to hold office as a Director of the Corporation for the balance of the term each was elected to serve as a Director of the Corporation;

WHEREAS, at the 2019 Annual General Meeting of the Corporation each of Tony Thoma and Lesley Gallinger was elected as a Director of the Corporation for a one-year term which expires with the 2020 Annual General Meeting of the Corporation;

WHEREAS, with the expiry of the terms of Tony Thoma and Lesley Gallinger as Directors of the Corporation the Corporation will have only five Directors; and,

WHEREAS, it is desirable to elect each of Tony Thoma and Lesley Gallinger as Director of the Corporation in order that the Corporation might have seven Directors;

THEREFORE, BE IT RESOLVED,

That each of Tony Thoma and Lesley Gallinger, each being a resident Canadian and each having previously consented to act as a Director of the Corporation, are elected as a Director of the Corporation to hold office for a three-term commencing July 1, 2020 and expiring June 30, 2023 and thereafter until his or her, as the case may be, successor is duly elected or appointed.

Result: Motion CARRIED by a vote of 13 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

FOR INFORMATION:

(a) CHANGES TO THE AGENDA (Item 1)

The Committee Clerk advised that there were no changes to the agenda.

(VanderBeek/Johnson)

That the agenda for the October 13, 2020 Hamilton Enterprises Holding Corporation Annual General Meeting be approved, as presented.

Result: Motion CARRIED by a vote of 12 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr

Absent	-	Ward 3	Councillor Nrinder Nann
Yes	-	Ward 4	Councillor Sam Merulla
Yes	-	Ward 5	Councillor Chad Collins
Yes	-	Ward 6	Councillor Tom Jackson
Absent	-	Ward 7	Councillor Esther Pauls
Yes	-	Ward 8	Councillor J. P. Danko
Yes	-	Ward 9	Councillor Brad Clark
Yes	-	Ward 10	Councillor Maria Pearson
Yes	-	Ward 11	Councillor Brenda Johnson
Yes	-	Ward 12	Councillor Lloyd Ferguson
Yes	-	Ward 13	Councillor Arlene VanderBeek
Absent	-	Ward 14	Councillor Terry Whitehead
Absent	-	Ward 15	Councillor Judi Partridge

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

(c) APPROVAL OF MINUTES OF PREVIOUS MEETING (Item 3)

(i) June 5, 2019 (Item 3.1)

That the Minutes of the June 5, 2019 Hamilton Enterprises Holding Corporation Shareholder Annual General meeting be approved, as presented.

Result: Motion CARRIED by a vote of 12 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

(d) PRESENTATIONS (Item 5)

(i) Hamilton Enterprises Holding Corporation (Item 5.1)

Jeff Cowan, President and CEO of HEHCo, provided the presentation respecting the Hamilton Enterprises Holding Corporation.

(Merulla/Pearson)

That the presentation, respecting the Hamilton Enterprises Holding Corporation Hamilton Enterprises Holding Corporation, be received.

Result: Motion CARRIED by a vote of 13 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

(e) ADJOURNMENT (Item 11)

(Farr/Ferguson)

That, there being no further business, Hamilton Enterprises Holding Corporation Annual General Meeting, be adjourned at 10:28 a.m.

Result: Motion CARRIED by a vote of 13 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark

Yes	-	Ward 10	Councillor Maria Pearson
Yes	-	Ward 11	Councillor Brenda Johnson
Yes	-	Ward 12	Councillor Lloyd Ferguson
Yes	-	Ward 13	Councillor Arlene VanderBeek
Absent	-	Ward 14	Councillor Terry Whitehead
Absent	-	Ward 15	Councillor Judi Partridge

Respectfully submitted,

Mayor Fred Eisenberger, Chair

Stephanie Paparella
Legislative Coordinator
Office of the City Clerk