



City of Hamilton
HAMILTON ENTERPRISES HOLDING CORPORATION
SHAREHOLDER
AGENDA

Date: December 10, 2021

Time: IMMEDIATELY FOLLOWING GIC

Location: Due to the COVID-19 and the Closure of City Hall (CC)

All electronic meetings can be viewed at:

City's Website:

<https://www.hamilton.ca/council-committee/council-committee-meetings/meetings-and-agendas>

City's YouTube Channel:

<https://www.youtube.com/user/InsideCityofHamilton> or Cable 14

Stephanie Paparella, Legislative Coordinator (905) 546-2424 ext. 3993

1. APPROVAL OF AGENDA

(Added Items, if applicable, will be noted with *)

2. DECLARATIONS OF INTEREST

3. APPROVAL OF MINUTES OF PREVIOUS MEETING

3.1. June 10, 2021

4. SHAREHOLDER RESOLUTIONS

4.1. Number of Directors

4.2. Appointment of Private Director

5. ADJOURNMENT



**HAMILTON ENTERPRISES HOLDING CORPORATION
SHAREHOLDER
ANNUAL GENERAL MEETING
MINUTES 21-001**

9:30 a.m.

June 10, 2021

Due to COVID-19 and the closure of City Hall, this meeting was held virtually.

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

Absent: Councillor T. Whitehead – Leave of Absence

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

- 1. Hamilton Enterprises Holding Corporation Auditor's Report to the Shareholder and Financial Statements – Year Ended December 31, 2020 (Item 7.1)**

(Merulla/Pearson)

That the Audited Consolidated Financial Statements of the Hamilton Enterprises Holding Corporation, for the year ended December 31, 2020, as approved by the Board of Directors of the Corporation, be received.

Result: Motion CARRIED by a vote of 15 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
Yes	-	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
Yes	-	Ward 15	Councillor Judi Partridge

2. Appointment and Remuneration of the Auditor for the Hamilton Enterprises Holding Corporation (Item 7.2)

(Merulla/Pearson)

- (a) That the present auditor, KPMG LLP, be appointed as the auditor of the Hamilton Enterprises Holding Corporation, for the 2021 fiscal year of the Corporation; and,
- (b) That the remuneration to be paid to KPMG LLP, as auditor of the Hamilton Enterprises Holding Corporation for the 2021 fiscal period of the Corporation, shall be fixed by the Directors of the Corporation, with the Directors of the Corporation being hereby authorized to fix such remuneration.

Result: Motion CARRIED by a vote of 15 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
Yes	-	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
Yes	-	Ward 15 Councillor Judi Partridge

3. Appointment of Directors to the Hamilton Enterprises Holding Corporation (Item 11.1)

(Merulla/Partridge)

- (a) That the Closed Session resolutions, respecting the Appointment of Directors to the Hamilton Enterprises Holding Corporation, be approved; and,
- (b) That the resolutions, respecting the Appointment of Directors to the Hamilton Enterprises Holding Corporation, remain confidential until approved by Council.

Result: Motion CARRIED by a vote of 15 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
Yes	-	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
Yes	-	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.

(Partridge/VanderBeek)

That the agenda for the June 10, 2021 Hamilton Enterprises Holding Corporation Annual General Meeting, be approved, as presented.

Result: Motion CARRIED by a vote of 15 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
Yes	-	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
Yes	-	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) October 13, 2020 and December 18, 2020 (Items 3.1 and 3.2)

(Johnson/Pearson)

That the Minutes of the October 13, 2020 and December 18, 2020 Hamilton Enterprises Holding Corporation Shareholder meetings, be approved, as presented.

Result: Motion CARRIED by a vote of 15 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
Yes	-	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
Yes	-	Ward 15 Councillor Judi Partridge

(d) PRESENTATIONS (Item 6)**(i) Hamilton Enterprises Holding Corporation (Item 6.1)**

Laurie Tugman, HEHCo Board Chair; and, Jeff Cowan, President and CEO of HEHCo, provided the Shareholder with a presentation respecting the Hamilton Enterprises Holding Corporation.

(Merulla/Partridge)

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

Result: Motion CARRIED by a vote of 15 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
Yes	-	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
Yes	-	Ward 15 Councillor Judi Partridge

(e) ADJOURNMENT (Item 12)**(Ferguson/Pearson)**

That, there being no further business, the Hamilton Enterprises Holding Corporation Shareholder meeting, be adjourned at 10:02 a.m.

Result: Motion CARRIED by a vote of 15 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
Yes	-	Ward 7 Councillor Esther Pauls

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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
Yes	-	Ward 15	Councillor Judi Partridge

Respectfully submitted,

Mayor Fred Eisenberger, Chair
Hamilton Enterprises Holding
Corporation Shareholder

Stephanie Paparella
Legislative Coordinator
Office of the City Clerk

HAMILTON ENTERPRISES HOLDING CORPORATION

SHAREHOLDERS' RESOLUTION

Number of Directors

WHEREAS the City of Hamilton is the sole shareholder of Hamilton Enterprises Holding Corporation (“**the Corporation**”); and

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; and

WHEREAS it has heretofore been resolved that the Corporation shall have six (6) Directors; and

WHEREAS it is desirable to increase the number of Directors that the Corporation may have to seven (7) in order that Elizabeth DiDonato might be elected as a Director of the Corporation:

RESOLVED, as a Special Resolution, that, effective the date that these Resolutions are passed and thereafter until otherwise determined by the Shareholder of the Corporation, the number of Directors that the Corporation shall have shall be seven (7).

Dated this ____ of _____, 2021

HAMILTON ENTERPRISES HOLDING CORPORATION

SHAREHOLDERS' RESOLUTION

Appointment of Private Director

WHEREAS it has been resolved that the Corporation shall have seven (7) Directors; and

WHEREAS the Corporation presently has six (6) Directors; and

WHEREAS it has been previously resolved by the Shareholder of the Corporation that if a seventh Director is appointed for the Corporation that such Director shall be a resident of the City of Hamilton, thus fulfilling the Shareholder's requirement to have the majority of the Directors of the Corporation being residents of the City of Hamilton, Ontario; and

WHEREAS it is desirable that Elizabeth DiDonato, a resident of the City of Hamilton, Ontario, be elected a Director of the Corporation such that the Corporation would then have the required seven (7) Directors and, further, that a majority of the Directors of the Corporation would then be residents of the City of Hamilton, Ontario; and

WHEREAS it is desirable that the term of Elizabeth DiDonato as a Director of the Corporation expire when the term of Lesley Gallinger would have expired in order that the rotation of Directors of the Corporation occur with a uniform sequential three year regularity; and

WHEREAS the term of Lesley Gallinger as a Director of the Corporation would have expired on June 30, 2023; and

RESOLVED that Elizabeth DiDonato, being a resident Canadian and a resident of Hamilton Ontario, and having consented to act as a Director of the Corporation, is appointed and elected as a Director of the Corporation to hold office for a term commencing on the date these Resolutions are passed and expiring on June 30, 2023 and thereafter until her successor is duly elected or appointed.

Dated this ____ of _____, 2021