



HAMILTON ENTERPRISES HOLDING CORPORATION SHAREHOLDER REPORT 21-027

2:29 p.m.

December 10, 2021

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

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

Absent: Councillor T. Whitehead – Personal
Councillor L. Ferguson – Other City Business

THE HAMILTON ENTERPRISES HOLDING CORPORATION SHAREHOLDER PRESENTS REPORT 21-027, AND RESPECTFULLY RECOMMENDS:

1. Number of Directors (Item 4.1)

WHEREAS, the City of Hamilton is the sole shareholder of Hamilton Enterprises Holding Corporation ("the Corporation"); ,

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 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:

THEREFORE, BE IT RESOLVED:

That, as a Special Resolution, effective the date that these Resolutions are passed and thereafter until otherwise determined by the Shareholder of the

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Corporation, the number of Directors that the Corporation shall have shall be seven (7).

2. Appointment of Private Director (Item 4.2)

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

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

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;

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;

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;

THEREFORE, BE IT 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.

FOR INFORMATION:

(a) CHANGES TO THE AGENDA (Item 1)

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

The agenda for the December 10, 2021 Hamilton Enterprises Holding Corporation meeting was approved, as presented.

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

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

(i) June 10, 2021 (Item 3.1)

The Minutes of the December 10, 2021 Shareholder meeting, were approved, as presented.

(d) ADJOURNMENT (Item 5)

There being no further business, the Hamilton Enterprises Holding Corporation Shareholder meeting, adjourned at 2:55 p.m.

Respectfully submitted,

Mayor Fred Eisenberger, Chair
Hamilton Enterprises Holding
Corporation Shareholder

Stephanie Paparella
Legislative Coordinator
Office of the City Clerk