

**Minutes of Guelph City Council as Shareholders of Guelph Municipal Holdings Inc.  
Held in the Council Chambers, Guelph City Hall on  
Monday, June 16, 2014 at 6:00 p.m.**

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**DRAFT MINUTES – SUBJECT TO CONFIRMATION**

**Attendance**

Council:	Mayor Farbridge	Councillor J. Hofland
	Councillor B. Bell	Councillor M. Laidlaw (arrived at 6:02 p.m.)
	Councillor T. Dennis	Councillor G. Kovach (arrived at 6:07 p.m.)
	Councillor L. Piper	Councillor I. Findlay
	Councillor A. Van Hellemond	Councillor J. Furfaro
	Councillor K. Wettstein	Councillor C. Guthrie
Regrets:	Councillor L. Burcher	
Staff:	Ms. A. Pappert, Chief Administrative Officer	
	Mr. A. Horsman, Executive Director, Finance & Enterprise	
	Ms. D. Jaques, General Manager of Legal & Realty Services/City Solicitor	
	Mr. R. Kerr, Corporate Manager, Community Energy	
	Ms. J. Surgeoner, Acting Manager Financial Reporting & Accounting/Senior Financial Analyst, Financial Reporting	
	Mr. S. O'Brien, City Clerk	
	Ms. G. van den Burg, Council Committee Coordinator	
Others	Mr. T. Sehl, Director of GMHI	
Present:	Mr. B. Cowan, Vice Chair of the Board of GHI	

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**Call to Order (6:00 p.m.)**

Mayor Farbridge called the meeting to order.

**Disclosure of Pecuniary Interest and General Nature Thereof**

There were no disclosures.

**Approval of Agenda**

1. Moved by Councillor Bell  
Seconded by Councillor Hofland

That the open meeting agenda for the Special Council Meeting held on June 16, 2014 be approved.

*VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Dennis, Findlay, Furfaro, Guthrie, Hofland, Piper, Van Hellemond and Wettstein (10)*

VOTING AGAINST: (0)

CARRIED

### **Confirmation of Minutes**

2. Moved by Councillor Dennis  
Seconded by Councillor Van Hellemond

That the open minutes of the Special Council Meeting held on July 10, 2013 be confirmed, as amended.

*VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Dennis, Findlay, Furfaro, Guthrie, Hofland, Piper, Van Hellemond and Wettstein (10)*

*VOTING AGAINST: (0)*

CARRIED

Councillor Laidlaw arrived at 6:02 p.m.

Councillor Kovach arrived at 6:07 p.m.

### **Consent Reports**

The following matters were considered:

#### **GMHI-2014.1 Report on Compensation for Directors for 2013**

3. Moved by Councillor Furfaro  
Seconded by Councillor Hofland

That the Compensation Report from the Board of Directors of GMHI regarding the activities of GMHI in 2013, be received.

*VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Dennis, Findlay, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper, Van Hellemond and Wettstein (12)*

*VOTING AGAINST: (0)*

CARRIED

#### **GMHI-2014.2 Compliance Report**

4. Moved by Councillor Kovach  
Seconded by Councillor Laidlaw

That the Compliance Report from the Board of Directors of GMHI dated May 29, 2014 regarding the activities of GMHI in 2013, be received.

*VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Dennis, Findlay, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper, Van Hellemond and Wettstein (12)*

*VOTING AGAINST: (0)*

CARRIED

### **GMHI-2014.3 Report from the Chief Financial Officer**

5. Moved by Councillor Hofland  
Seconded by Councillor Dennis

That in lieu of an audit of the consolidated 2013 financial statements of GMHI as required by IFRS 10, the 2013 unconsolidated audited financial statements shall be presented to the Shareholder with an accompanying special report on the audit of the GMHI financial statements by Deloitte.

*VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Dennis, Findlay, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper, Van Hellemond and Wettstein (12)*

*VOTING AGAINST: (0)*

CARRIED

### **GMHI-2014.4 Receipt of GMHI Financial Statements**

6. Moved by Councillor Bell  
Seconded by Councillor Hofland

That the 2013 audited, unconsolidated GMHI Financial Statements and auditor's report, be received.

*VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Dennis, Findlay, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper, Van Hellemond and Wettstein (12)*

*VOTING AGAINST: (0)*

CARRIED

### **Authority to Resolve into a Closed Meeting of Council**

7. Moved by Councillor Piper  
Seconded by Councillor Findlay

That the Council of the City of Guelph now hold a meeting that is closed to the public, pursuant to Section 239 (2) (b) and (a) of *the Municipal Act*, with respect to:

- b) personal matters about an identifiable individual, including a matter in respect of which a Council, Board, Committee or other body may hold a closed meeting under another Act.
- a) security of the property of the municipality or local board in regards to the governance of Guelph Municipal Holdings Inc.

CARRIED

**Closed Meeting** (6:24 p.m.)

The following confidential matters were considered:

**Confirmation of Closed Meeting Minutes held July 10, 2013 & April 28, 2014**

**C.GMHI-2014. 3 Appointment of Auditors**

**C.GMHI-2014.4 Amalgamation of GHI and GMHI and Communications for that Purpose**

**Rise and Report from Closed Meeting** (6:59 p.m.)

**Open Meeting**

Council reported back from its closed meeting as follows:

**Confirmation of Closed Meeting Minutes**

8. Moved by Councillor Dennis  
Seconded by Councillor Hofland

That the closed minutes of the Special Council Meeting held on July 10, 2013 and April 28<sup>th</sup>, 2014 be confirmed as amended.

*VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Dennis, Findlay, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper, Van Hellemond and Wettstein (12)*

*VOTING AGAINST: (0)*

CARRIED

**C.GMHI-2014. 3 Appointment of Auditors**

9. Moved by Councillor Dennis  
Seconded by Councillor Kovach

1. That the recommendation of the GMHI Board of Directors regarding the appointment of auditors for GHI and its Subsidiaries and GMHI be received; and
2. That KPMG LLP be appointed as auditors for Guelph Hydro Inc. and its Subsidiaries for its 2014 fiscal year; and
3. That KPMG LLP be appointed as auditors for Guelph Municipal Holdings Inc. for its 2014 fiscal year.

*VOTING IN FAVOUR: Mayor Farbridge, Councillors Bell, Dennis, Findlay, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper, Van Hellemond and Wettstein (12)*

*VOTING AGAINST: (0)*

CARRIED

**C.GMHI-2014.4 Amalgamation of GHI and GMHI and Communications for that Purpose**

10. Moved by Councillor Guthrie  
Seconded by Councillor Laidlaw

That the recommendations related to the amalgamation of GHI and GMHI, in principle, be approved.

*VOTING IN FAVOUR: Mayor Farbridge, Councillors, Dennis, Findlay, Furfaro, Guthrie, Hofland, Kovach, Laidlaw, Piper, Van Hellemond and Wettstein (11)*

*VOTING AGAINST: Councillor Bell (1)*

CARRIED

**Adjournment (7:01 p.m.)**

11. Moved by Councillor Hofland  
Seconded by Councillor Furfaro

That the meeting be adjourned.

CARRIED

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Mayor Farbridge

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City Clerk