



SUBJECT: Special resolution of the shareholders of Burlington Enterprises Corporation

TO: Corporate Services, Strategy, Risk & Accountability Cttee.

FROM: City Manager's Office

Report Number: CM-19-21

Wards Affected: N/A

File Numbers: 155-03-01

Date to Committee: July 5, 2021

Date to Council: July 13, 2021

Recommendation:

The Council of the City of Burlington as the sole shareholder of all issued shares in Burlington Enterprises Corporation, being the Corporation, approves the following special resolution of the sole shareholder of Burlington Enterprises Corporation:

Whereas Archie Bennett has resigned as a director of the Corporation; and

Whereas Susan Kilburn has been nominated to serve as a director pursuant to s. 4.04(a) of By-law 1 of the Corporation; and

Whereas the number of directors comprising the board of directors of the Corporation is fixed at five (5), being a number within the prescribed range.

Now therefore be it resolved as a special resolution of the Corporation that:

1. The following persons be and they are hereby elected directors of the Corporation, pursuant so s. 4.04(a) of By-law 1 of the Corporation, to hold office for a term of two (2) years or until their successors are duly elected, subject to the provisions of the by-laws of the Corporation, the shareholder direction applicable to the Corporation and the provisions of the Business Corporations Act (Ontario):

John Maheu, for a second two-year term,

Susan Kilburn, for a first two-year term.

2. The following persons be and they are hereby confirmed as directors of the Corporation by virtue of the offices they hold, to hold the office of director for so long as they hold the offices specified below or until their successors to said offices below are duly elected or appointed, as the case may be, subject to the provisions of the by-laws of the Corporation and the provisions of the Business Corporations Act (Ontario):

Gerry Smallegange, by virtue of holding the office of President of the Corporation,

Marianne Meed Ward, by virtue of holding the office of the Mayor of the City of Burlington,

Tim Commisso, by virtue of holding the office of the City Manager of the City of Burlington; and

That Council direct the City Clerk to execute the special resolution on behalf of the sole shareholder in substantially the form attached to CM-19-21 as Appendix A, and provide a copy of this resolution with the executed special resolution of the sole shareholder to the Burlington Enterprises Corporation (BEC).

PURPOSE:

Vision to Focus Alignment:

- Increase economic prosperity and community responsive city growth
-

Background and Discussion:

This report facilitates the transaction of Burlington Enterprises Corporation (BEC) corporate business by the sole shareholder.

Strategy/process

Pursuant to the provisions of the City's Shareholder Direction related to the operation of BEC, there are certain matters of business that require the approval of the sole shareholder. Council acting as a whole, as evidenced by Council resolution, determines how the sole shareholder proceeds in respect of these matters. The appointment of members to the Board of Directors of BEC is one such provision at s. 4.1(a) of the Shareholder Direction that requires shareholder approval. Since the approval and appointment of certain members of the Board at the Annual General Meeting held in April, there has been some change on the Board necessitating further shareholder approval. Any questions with respect to this matter should be directed to the Mayor and/or the City Manager who serve on the Board of BEC by virtue of the offices they hold.

Options Considered

City Council as the sole shareholder could withhold its approval of the changes to the Board.

Financial Matters:

N/A

Climate Implications

N/A

Engagement Matters:

The Mayor and the City Manager serve as member of the Board of BEC and are apprised of the changes being requested.

Conclusion:

It is recommended that Council approve the changes to the appointments to the Board of the BEC and authorized the City Clerk to execute the necessary special resolution on behalf of the sole shareholder and provide a copy of it to the BEC.

Respectfully submitted,

Tim Commisso

City Manager

905-335-7600 ext. 7618

Appendices:

- A. Special resolution of Burlington Enterprises Corporation respecting the appointment of board members

Notifications:

Gerry Smallegange, President BEC

Report Approval:

All reports are reviewed and/or approved by Department Director, the Chief Financial Officer and the Executive Director of Legal Services & Corporation Counsel.