



Annual General Meeting of Board of Directors

Minutes

Thursday, June 6, 2024

1:30 p.m. – 2:30 p.m.

Northumberland County

Zoom Video Conference

Board Members Present (Virtual):

Cathy Borowec, Steve Gilchrist, Councillor John Logel, Councillor Mandy Martin, Maryam Mohajer-Ashjai, Jacqueline Pennington, Anneke Russell

Board Members' Present (In-Person): Chair Victor Fiume, Jennifer Moore

Board Members' Regrets: Lindsey Reed, Lou Rinaldi

Staff:

- Rebecca Carman, General Manager (Appointed by Board)
- Carol Coleman, Associate Director Engineering
- Neil Ellis, Housing Services Manager
- Denise Marshall, Director Public Works
- Matthew Nitsch, Director Finance / Treasurer
- Kim O'Leary, Financial Planning Manager
- Negar Pakzakian, Project Manager
- Willie Reyns, Project Manager
- Cheryl Sanders, Deputy Clerk

Call to Order

- Chair Victor Fiume called the meeting to order at 1:32 p.m.

1. Territorial Land Acknowledgement

[Maryam Mohajer-Ashjai joined the meeting at 1:34 p.m.]

2. Approval of the Agenda

Moved by: John Logel

Seconded by: Anneke Russell

"That the agenda for the June 6, 2024 Annual General Meeting of the Northumberland County Housing Corporation Board of Directors be approved."

Disposition: **Carried**

3. Disclosures of Interest

- No declarations

4. Remarks from the Shareholder

[Jacqueline Pennington joined the meeting at 1:37 p.m.]

- Warden Brian Ostrander provided remarks from the Shareholder – the Corporation of the County of Northumberland.

5. Confirmation of Directors (by Shareholder)

- Jennifer Moore, Chief Administrative Officer read aloud:

“The Shareholder confirms that the following list of Directors have been appointed to the Northumberland County Housing Corporation until the close of the next AGM or until their successor is duly elected or appointed, subject to the by-laws of the Corporation:

- Cathy Borowec
- Victor Fiume
- Steve Gilchrist
- Councillor John Logel
- Councillor Mandy Martin
- Maryam Mohajer-Ashjai
- Jennifer Moore
- Jacqueline Pennington
- Lindsey Reed
- Lou Rinaldi; and
- Anneke Russell.”

6. Election of Director Held Officer Positions (Treasurer)

6.a. Election of Treasurer

6.a (1) Moved by: Steve Gilchrist
Seconded by: Jennifer Moore

“**That** the NCHC proceed with the election of Treasurer, commencing on the 6th day June, 2024.”

Disposition: **Carried**

[Nominations]

- Maryam Mohajer-Ashjai was nominated for the position of NCHC Treasurer and consented to the nomination.
- Chair Victor Fiume called for further nominations a first, second and third time.

6.a (2) Moved by: John Logel

Seconded by: Jacqueline Pennington

"That nominations for the election of NCHC Treasurer be closed."

Disposition: **Carried**

[Confirmation of Election Results]

- Maryam Mohajer-Ashjai was acclaimed as the Treasurer of the Northumberland County Housing Corporation.

7. Confirmation of Officers

Moved by: Anneke Russell

Seconded by: Jacqueline Pennington

"That the following individuals are Officers of the Northumberland County Housing Corporation until the close of the next AGM or until their successor is appointed, subject to the by-laws of the Corporation:

- Victor Fiume, Chair
- Steve Gilchrist, Vice-Chair
- Maryam Mohajer-Ashjai, Treasurer
- Cathy Borowec, Secretary
- Neil Ellis, General Manager."

Disposition: **Carried**

8. Presentation of 2023 Audited Financial Statements

- Richard Steiginga, Partner at Baker Tilly provided an update on the 2023 NCHC audited financial statements.

9. Approval of Presented Audited Financial Statements and Recommendation to County Council

Moved by: Steve Gilchrist

Seconded by: Jennifer Moore

“**That** the audited financial statements of the Northumberland County Housing Corporation for the 2023 fiscal year be approved as presented and recommended to County Council for consolidation in the County’s financial statements.”

Disposition: **Carried**

10. Appointment of Auditor for the Northumberland County Housing Corporation – BakerTilly

Moved by: Anneke Russell

Seconded by: John Logel

“**That** the NCHC Board of Directors appoint BakerTilly as the auditor for the Northumberland County Housing Corporation.”

Disposition: **Carried**

11. Northumberland County Housing Corporation 2023 Annual Report

- Rebecca Carman provided an overview of the NCHC 2023 Annual Report, highlighting 2023 achievements and future goals.

Moved by: Anneke Russell

Seconded by: Jacqueline Pennington

“**That** the NCHC Board of Directors receive the 2023 Northumberland County Housing Corporation Annual Report for information; and

Further That the NCHC Board of Directors direct staff to submit the 2023 Annual Report to Northumberland County Council, as sole shareholder for information.”

Disposition: **Carried**

12. Adoption of Amended By-Law

- Neil Ellis provided an overview of the amendments proposed to By-law No. 1 for the Corporation, noting that changes include shifting to a blended meeting format of in person or electronic meetings for regular Board meetings.
- Discussion ensued regarding procedure to be followed if the Chair is absent from a meeting under the new meeting format model. Rebecca noted that

language is included in the amended By-law No. 1 that addresses this type of circumstance (Section 4.12).

Moved by: Anneke Russell
Seconded by: Maryam Mohajer-Ashjai

“That the NCHC Board of Directors approve the amended By-law No. 1 as presented for the Northumberland County Housing Corporation; and

Further That the NCHC Board of Directors direct staff to forward a copy of the amended By-law No. 1 to Northumberland County, as sole shareholder for approval.”

Disposition: **Carried**

13. Confirmation of Acts

Moved by: Anneke Russell
Seconded by: Cathy Borowec

“That all acts, contracts, by-laws, proceedings, appointments, elections and payments enacted, made, done and taken by the Directors and Officers of the Northumberland County Housing Corporation since the last annual meeting of shareholders or resolutions in writing in lieu thereof as the same are set out or reflected in the Corporate or other records of the Corporation or in the financial statements of the Corporation, except for willful neglect or fraud, are hereby approved and confirmed.”

Disposition: **Carried**

14. Adjournment

Moved by: John Logel
Seconded by: Anneke Russell

“That the Annual General Meeting be adjourned at 2:22 p.m.”

Disposition: **Carried**

15. Move to Regular Board Meeting