



**Minutes of Guelph City Council as
Shareholder of Guelph Junction Railway
Held in the Council Chambers, Guelph City Hall on
Monday, June 17, 2019 at 7:30 p.m.**

Attendance

Council:	Mayor C. Guthrie Councillor B. Bell Councillor C. Billings Councillor C. Downer Councillor D. Gibson Councillor R. Goller	Councillor J. Gordon Councillor J. Hofland Councillor M. MacKinnon Councillor D. O'Rourke Councillor L. Piper Councillor M. Salisbury
Absent:	Councillor P. Allt Councillor D. Gibson	
Staff:	Mr. T. Lee, Acting Chief Administrative Officer/DCAO, Corporate Services Mr. C. Cooper, General Manager Legal, Realty, and Court Services/City Solicitor Ms. J. Surgeoner, Manager of Financial Reporting/Accounting Mr. S. O'Brien, General Manager, City Clerk's Office/City Clerk Ms. D. Black, Council Committee Coordinator	
Also Present:	Mr. I. Brown, Chair, Guelph Junction Railway Limited Board of Directors Mr. R. Puccini, Member, Guelph Junction Railway Limited Board of Directors	

Call to Order (7:30 p.m.)

Mayor Guthrie called the meeting to order.

Disclosure of Pecuniary Interest and General Nature Thereof

There were no disclosures.

Authority to Move into Closed Meeting

1. Moved by Councillor Hofland
Seconded by Councillor Goller

That the Council of the City of Guelph as shareholder of Guelph Junction Railway not hold a meeting that is closed to the public, pursuant to the Municipal Act, to consider: personal matters about an identifiable individual, including municipal or local board employees; and (f), advice that is subject to solicitor-client privilege, including communications necessary for that purpose.

Closed Meeting (7:31 p.m.)

Disclosure of Pecuniary Interest and General Nature Thereof

There were no disclosures.

The following matters were considered:

GJR-2019-01 Guelph Junction Railway Limited Governance Review

Rise and Report from Closed Meeting (8:10 p.m.)

Council recessed.

Open Meeting – 8:12 p.m.

Closed Meeting Summary

Mayor Guthrie spoke regarding the matters addressed in closed and identified the following:

GJR-2019-01 Guelph Junction Railway Limited Governance Review

Information was received and this matter will come forward as a special resolution at this meeting.

Confirmation of Minutes

2. Moved by Councillor Hofland
 Seconded by Councillor Goller

That the minutes of the June 18, 2018 Council as Shareholder of Guelph Junction Railway Annual General Meeting be confirmed as recorded and without being read.

Voting in Favour: Mayor Guthrie, Councillors Bell, Billings, Downer, Goller, Gordon, Hofland, MacKinnon, O'Rourke and Piper (10)

Voting Against: (0)

Carried

Councillor Salisbury arrived at the meeting. (8:13 p.m.)

Items for Discussion

GJR-2019-02 Guelph Junction Railway Limited Annual Report to the Shareholder

Presentation:

Ian Brown, Chair, Guelph Junction Railway Board of Directors, advised he would like the opportunity to speak to the governance review if possible. He provided highlights of the Guelph Junction Railway Annual Report.

The Mayor expressed appreciation to the Board of Directors for their hard work and dedication to the Guelph Junction Railway.

3. Moved by Councillor Downer
Seconded by Councillor O'Rourke

That the 2018 Guelph Junction Railway Limited Annual Report be received.

Voting in Favour: Mayor Guthrie, Councillors Bell, Billings, Downer, Goller, Gordon, Hofland, MacKinnon, O'Rourke and Piper (11)

Voting Against: (0)

Carried

**GJR-2019.03 Guelph Junction Railway Limited Assessment of
Business and Governance**

4. Moved by Councillor Downer
Seconded by Councillor O'Rourke

That City Council in its capacity as the sole shareholder of the Guelph Junction Railway Limited directs staff to implement recommendations that are provided in Report GJR-2019-03 – "Assessment of Business and Governance Recommendations".

Voting in Favour: Mayor Guthrie, Councillors Billings, Downer, Goller, Gordon, Hofland, MacKinnon, O'Rourke and Piper (10)

Voting Against: Councillor Bell (1)

Carried

**GJR-2019.04 Chief Financial Officer Report – 2018 Guelph Junction
Railway Limited Audited Financial Statements**

5. Moved by Councillor Billings
Seconded by Councillor Hofland

1. That report GJR-2019-04 titled, Chief Financial Officer Report – 2018 Guelph Junction Railway Limited Audited Financial Statements be received for information.

2. That the Guelph Junction Railway Limited Audited Financial Statements for the year-ended December 31, 2018 be received for information.

Voting in Favour: Mayor Guthrie, Councillors Bell, Billings, Downer, Goller, Gordon, Hofland, MacKinnon, O'Rourke and Piper (11)

Voting Against: (0)

Carried

GJR-2019-05

Appointment of KPMG LLP as Auditors for 2019

6. Moved by Councillor Hofland
Seconded by Councillor Gordon

That KPMG LLP be appointed as auditors for Guelph Junction Railway Limited for its 2019 fiscal year.

Voting in Favour: Mayor Guthrie, Councillors Bell, Billings, Downer, Goller, Gordon, Hofland, MacKinnon, O'Rourke and Piper (11)

Voting Against: (0)

Carried

Special Resolution

7. Moved by Councillor Piper
Seconded by Councillor Billings

1. That City Council, as the Shareholder of Guelph Junction Railway Limited (GJR), receive Report Number GJR-2019-01, entitled "Guelph Junction Railway Limited Governance Review", dated June 17, 2019.
2. That City Council, as the Shareholder of Guelph Junction Railway Limited (GJR):
 - (a) approve the new corporate governance structure for GJR as set out in Report Number GJR-2019-01; and
 - (b) appoints the Deputy Chief Administrative Officer, Corporate Services, as Director and Chief Executive Officer of GJR, to hold those positions until City Council appoints the City's new Chief Administrative Officer; and
 - (c) directs the Chief Administrative Officer to prepare, in consultation with the Corporate Secretary/Legal Counsel, a new Shareholder Declaration regarding GJR, as recommended in Report Number GJR-2019-01.

Point of Order

Councillor Goller raised a point of order and inquired whether the confidential report could be disclosed in open with the recommendations arising out of the closed meeting. The Mayor ruled that the confidential report and discussion within the closed meeting should remain confidential and that Council as Shareholder, in closed, resolved to only introduce the motions noted above. The Mayor proceeded with calling the vote on the special resolutions.

Voting in Favour: Mayor Guthrie, Councillors Billings, Downer, Gordon, Hofland, MacKinnon, O'Rourke and Piper (8)

Voting Against: Councillors Bell, Goller and Salisbury (3)

Carried

Adjournment (8:33 p.m.)

8. Moved by Councillor Billings
Seconded by Councillor MacKinnon

That the meeting be adjourned.

Carried

Minutes to be confirmed at the Guelph Junction Railway Annual General Meeting to be held in June, 2020.

Mayor Guthrie

Stephen O'Brien - City Clerk