



**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.**

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**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

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**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 now hold a meeting that is closed to the public, pursuant to the Section 239 (2) (b) and (f) of the Municipal Act with respect to personal matters about an identifiable individual, including municipal or local board employees; and advice

that is subject to solicitor-client privilege, including communications necessary for that purpose.

**Voting In Favour:** Mayor Guthrie, Councillors Bell, Billings, Downer, Goller, Gordon, Hofland, Piper and Salisbury (9)

**Voting Against:** (0)

**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.

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**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) (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.

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Mayor Guthrie

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Stephen O'Brien - City Clerk