

Strategic Priorities and Policy Committee Report

22nd Meeting of the Strategic Priorities and Policy Committee
September 19, 2023

PRESENT: Mayor J. Morgan (Chair), Councillors H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, E. Pelozza, D. Ferreira, S. Hillier

ALSO PRESENT: L. Livingstone, A. Barbon, S. Corman, K. Dickins, D. Escobar, M. Feldberg, S. Mathers, J. McGonigle, H. McNeely, J. Paradis, K. Scherr, M. Schulthess, E. Skalski

Remote Attendance: E. Bennett, B. Card, G. Clark, M. Goldrup, L. Marshall

The meeting is called to order at 4:02 PM; it being noted that Councillors P. Van Meerbergen, E. Pelozza (after 7:10 PM) and S. Hillier were in remote attendance

1. Disclosures of Pecuniary Interest

That it BE NOTED that no pecuniary interests were disclosed.

Moved by: A. Hopkins

Seconded by: E. Pelozza

That, pursuant to section 27.6 of the Council Procedure By-law, a change in order of the Strategic Priorities and Policy Committee Agenda BE APPROVED, to provide for Item 5.1 in Stage 5, Appointment to the London Hydro Board of Directors, to be considered after Stage 6, Confidential.

Yeas: (13): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, S. Franke, E. Pelozza, and D. Ferreira

Absent: (2): P. Van Meerbergen, and S. Hillier

Motion Passed (13 to 0)

2. Consent

Moved by: S. Lehman

Seconded by: P. Cuddy

That Consent Items 2.3 to 2.6 BE APPROVED.

Yeas: (14): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, E. Pelozza, and D. Ferreira

Absent: (1): S. Hillier

Motion Passed (14 to 0)

2.3 4th Report of the Governance Working Group

Moved by: S. Lehman
Seconded by: P. Cuddy

That the following actions be taken with respect to the 4th Report of the Governance Working Group from its meeting held on August 28, 2023:

- a) the City Clerk BE DIRECTED to undertake the following with respect to the Electronic (Remote) Participation of Members of Council at Council and Standing Committee Meetings:
 - i) report back to the next Governance Working Group with an additional draft policy that incorporates additional edits, including the following:
 - A) the requirement to have cameras active;
 - B) specific requirements for confidential participation including cameras and headset usage;
 - C) clarification of the expectation for voting Members to attend meetings in person, rather than remote participation; requirement for voting Members to provide advance notice to the City Clerk and Chair of the committee, including reasons for remote participation;
 - D) consideration of a threshold for in person attendance at meetings;
 - ii) a draft administrative policy, for the information of Council, with respect to the participation of staff and the public for hybrid meetings;
- b) the matter of a Ward Boundary Review BE REFERRED back to the Civic Administration in order to report back to a special meeting of the Governance Working Group, to be scheduled the week of September 11, with respect to a revised Terms of Reference to support the various options, as outlined in the report dated August 28, 2023, including consideration of future growth with the intent that any ward boundary changes will be relevant for the next three elections, inclusive of student population data and additional data points that may be applicable, as well as additional detail related to deliverables;
- c) clauses 1.1 and 5.1 BE RECEIVED for information.

Motion Passed

2.4 6th Report of the Diversity, Inclusion and Anti-Oppression Community Advisory Committee

Moved by: S. Lehman
Seconded by: P. Cuddy

That the 6th Report of the Diversity, Inclusion and Anti-Oppression Community Advisory Committee, from its meeting held on August 10, 2023 BE RECEIVED for information.

Motion Passed

2.5 Education and Training Session Special Meeting

Moved by: S. Lehman
Seconded by: P. Cuddy

That, the following actions be taken with respect to an education and training session with the Integrity Commissioner for the City of London:

- a) that pursuant to section 2.6 of the Council Procedure By-law, a change in meeting location from Council Chambers to the Civic Gardens

Complex on September 28, 2023 from 10:00 AM to 2:00 PM BE APPROVED; and

b) that the Municipal Council convene In Closed Session pursuant to s.239(3.1) of the *Municipal Act, 2001* for the specific purpose of Council Member training and education by the Integrity Commissioner for the Corporation of the City of London, on September 28, 2023, at the location and time noted in clause a).

Motion Passed

2.6 (ADDED) London's Approved Housing Accelerator Fund

Moved by: S. Lehman

Seconded by: P. Cuddy

That, on the recommendation of the Deputy City Manager, Planning and Economic Development, the report BE RECEIVED for information.

Motion Passed

3. Scheduled Items

None.

4. Items for Direction

4.1 City Manager, Recruitment and Selection Process

Moved by: C. Rahman

Seconded by: P. Cuddy

That, in consultation with the Mayor, and on the recommendation of the Deputy City Manager, Enterprise Supports and Director, People Services, the following actions be taken with respect to the City Manager recruitment and selection process:

a) the staff reported dated September 19, 2023, related to the City Manager recruitment and selection process, BE RECEIVED for information;

b) the Recruitment and Selection Plan for the new City Manager contained in the above-noted report, BE ENDORSED; and

c) that the following Council Members BE APPOINTED to the Recruitment and Selection Committee:

Councillor Lewis

Councillor Rahman

Councillor Pribil

Councillor Stevenson

Councillor Lehman

Mayor Morgan

it being noted that the Strategic Priorities and Policy Committee will be interviewing candidates before Council endorsement.

Yeas: (14): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, E. Pelozza, D. Ferreira, and S. Hillier

Nays: (1): S. Trosow

Motion Passed (14 to 1)

Election

Appointment to the Recruitment and Selection Committee

Shawn Lewis (20.00 %):J. Morgan, A. Hopkins, S. Lewis, S. Hillier, E. Pelozza, P. Van Meerbergen, S. Lehman, H. McAlister, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, S. Franke, D. Ferreira, C. Rahman

Susan Stevenson (13.33 %):J. Morgan, A. Hopkins, S. Hillier, E. Pelozza, P. Van Meerbergen, S. Lehman, P. Cuddy, S. Stevenson, J. Pribil, C. Rahman

Jerry Pribil (14.67 %):S. Lewis, S. Hillier, P. Van Meerbergen, S. Lehman, H. McAlister, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, D. Ferreira, C. Rahman

Sam Trosow (5.33 %):H. McAlister, S. Trosow, S. Franke, D. Ferreira

Corrine Rahman (18.67 %):J. Morgan, A. Hopkins, S. Lewis, S. Hillier, E. Pelozza, P. Van Meerbergen, S. Lehman, H. McAlister, P. Cuddy, S. Stevenson, J. Pribil, S. Franke, D. Ferreira, C. Rahman

Steve Lehman (17.33 %):J. Morgan, A. Hopkins, S. Lewis, S. Hillier, E. Pelozza, P. Van Meerbergen, S. Lehman, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, S. Franke, C. Rahman

Skylar Franke (10.67 %):J. Morgan, A. Hopkins, S. Lewis, E. Pelozza, H. McAlister, S. Trosow, S. Franke, D. Ferreira

Conflict (0): None

Majority Winner: Shawn Lewis; Corrine Rahman; Steve Lehman; Jerry Pribil; Susan Stevenson

4.2 Consideration of Appointment to the London and Middlesex Community Housing Board of Directors (Requires 1 Member)

Moved by: H. McAlister

Seconded by: S. Lewis

That the following actions be taken with respect to the appointment to the London and Middlesex Community Housing Board of Directors:

a) Kathleen Savoy BE APPOINTED to the London and Middlesex Community Housing Board of Directors as a Second Class Tenant Member for the term ending December 31, 2024; and,

b) the attached proposed by-law BE INTRODUCED at the Municipal Council meeting to be held on September 26, 2023, to ratify and confirm the Resolution of the Shareholder of the London and Middlesex Community Housing;

it being noted that the Strategic Priorities and Policy Committee received a communication dated September 1, 2023 from Councillor H. McAlister, Board of Directors, London and Middlesex Community Housing with respect to this matter.

Yeas: (15): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, E. Pelozza, D. Ferreira, and S. Hillier

Motion Passed (15 to 0)

2. Consent

2.1 Development Charge Exemptions and Discounts

That, on the recommendation of the Deputy City Manager, Finance Supports the following actions be taken:

- a) the report, entitled, 'Development Charge Exemptions and Discounts BE RECEIVED for information;
- b) the Civic Administration BE DIRECTED to incorporate funding requirements associated with statutory development charge exemptions and discounts into the 2024-2027 Multi-Year Budget, it being noted that adjustments may be made through the Annual Budget Update process as more experience is gained, including adjusting for any Provincial funding should it be received; and
- c) the Mayor and Councillor Hopkins will continue advocacy on this matter through both AMO and OBCM.

it being noted that the communication as appended to the Added Agenda, from C. Butler, with respect to this matter, was received.

Motion Passed

ADDITIONAL VOTES:

Moved by: S. Trosow
Seconded by: A. Hopkins

Motion to add a new part c) that the Mayor and Councillor Hopkins will continue advocacy on this matter through both AMO and OBCM.

Yeas: (15): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, E. Pelozza, D. Ferreira, and S. Hillier

Motion Passed (15 to 0)

Moved by: S. Lewis
Seconded by: E. Pelozza

The recommendation as amended, BE APPROVED.

Yeas: (15): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, E. Pelozza, D. Ferreira, and S. Hillier

Motion Passed (15 to 0)

2.2 Municipal Accommodation Tax - Tourism London Annual Report

Moved by: S. Trosow
Seconded by: P. Cuddy

That on the recommendation of the Deputy City Manager, Planning and Economic Developments, Tourism London's report on the expenditures of Municipal Accommodation Tax revenues BE RECEIVED for information.

Yeas: (15): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, E. Pelosa, D. Ferreira, and S. Hillier

Motion Passed (15 to 0)

6. Confidential (Enclosed for Members only.)

Moved by: P. Cuddy

Seconded by: A. Hopkins

That the Strategic Priorities and Policy Committee convenes in Closed Session to consider the following:

6.1 Personal Matters/Identifiable Individual / Solicitor-Client Privileged Advice

A matter pertaining to a personal matter 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, related to appointments to the London Hydro Board of Directors.

6.2 Personal Matters/Identifiable Individuals

A matter pertaining to an identifiable individual(s).

6.3 Personal Matters/Identifiable Individuals

A personal matter pertaining to identifiable individuals, including municipal employees, with respect to the 2024 Mayor's New Year's Honour List.

Yeas: (15): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, E. Pelosa, D. Ferreira, and S. Hillier

Motion Passed (15 to 0)

The Strategic Priorities and Policy Committee convene in Closed Session from 5:36 PM to 6:48 PM.

Moved by: E. Pelosa

Seconded by: D. Ferreira

That the Committee recess at this time.

Motion Passed

The Council recesses at 6:52 PM and reconvenes at 7:17 PM.

5. Deferred Matters/Additional Business

5.1 Consideration of Appointments to the London Hydro Board of Directors (Requires 2 Members)

Moved by: S. Lehman

Seconded by: P. Van Meerbergen

That the following actions be taken with respect to appointments to the London Hydro Board of Directors:

- a) Tim Watson and Tracy Gustafson BE APPOINTED to the London Hydro Board of Directors as First Class Members for the term ending the close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024; and,

b) the attached proposed by-law BE INTRODUCED at the Municipal Council meeting to be held on September 26, 2023, to ratify and confirm the Resolution of the Shareholder of London Hydro Inc.

Yeas: (13): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, J. Pribil, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, E. Pelozza, D. Ferreira, and S. Hillier

Nays: (2): S. Stevenson, and S. Trosow

Motion Passed (13 to 2)

ADDITIONAL VOTES:

Moved by: S. Trosow

Seconded by: S. Stevenson

That the following actions be taken with respect to appointments to the London Hydro Board of Directors:

a) Tim Watson and Cedric Gomes BE APPOINTED to the London Hydro Board of Directors as First Class Members for the term ending the close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024; and,

b) the attached proposed by-law BE INTRODUCED at the Municipal Council meeting to be held on September 26, 2023, to ratify and confirm the Resolution of the Shareholder of London Hydro Inc.

it being noted that the Strategic Priorities and Policy Committee made this recommendation at its meeting on July 19, 2023.

Yeas: (4): S. Stevenson, J. Pribil, S. Trosow, and A. Hopkins

Nays: (11): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, C. Rahman, S. Lehman, P. Van Meerbergen, S. Franke, E. Pelozza, D. Ferreira, and S. Hillier

Motion Failed (4 to 11)

Moved by: S. Trosow

Seconded by: S. Stevenson

That the appointments to the London Hydro Board of Directors BE REFERRED to a future meeting of Strategic Priorities and Policy Committee to conduct interviews for the seven candidates as noted on the agenda.

Yeas: (4): S. Stevenson, S. Trosow, A. Hopkins, and D. Ferreira

Nays: (11): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, J. Pribil, C. Rahman, S. Lehman, P. Van Meerbergen, S. Franke, E. Pelozza, and S. Hillier

Motion Failed (4 to 11)

5.2 (ADDED) Proposed London Hydro and Newco Affiliate

Moved by: P. Cuddy

Seconded by: A. Hopkins

That, on the recommendation of the City Manager with the concurrence of the Deputy City Manager, Finance Supports and the Deputy City Manager, Legal Services, the following actions be taken:

- a) the report dated September 19, 2023, titled “Proposed London Hydro and Newco Affiliate” BE RECEIVED; and,
- b) no further steps BE TAKEN with respect to the incorporation of a retail affiliate for London Hydro Inc.

Yeas: (15): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, E. Pelozza, D. Ferreira, and S. Hillier

Motion Passed (15 to 0)

5.3 (ADDED) 5th Report of the Governance Working Group

Moved by: S. Lewis

Seconded by: J. Morgan

That the following actions be taken with respect to the 5th Report of the Governance Working Group from its meeting held on September 11, 2023:

a) the following actions be taken with respect to the 2023 Ward Boundary Review Process:

i) the report dated September 11, 2023, entitled “2023 Ward Boundary Review Process – Terms of Reference”, BE RECEIVED for information;

ii) the Civic Administration BE DIRECTED to bring forward the amended Terms of Reference, with the inclusion of a target to strive for no greater than 15% population variance and consideration of ward naming conventions, for adoption at the October 17, 2023 Council meeting;

iii) the Civic Administration BE DIRECTED to undertake a competitive procurement process to retain an independent third-party consultant to initiate Option 1 as the preferred option of Municipal Council and under the adopted Terms of Reference for the City of London;

iv) that matters regarding governance and compensation be referred back to a future Governance Working Group (GWG), as related to deferred items; Remuneration of Elected Officials and Appointed Citizen Members, Training and Onboarding Process for New Council, Selection Process Policy for Appointing Members to Committees, Civic Boards, and Commissions (as it relates to Council), and it being noted that as previously directed by GWG Chair Lewis & Vice Chair Franke have been collecting data on workloads and council job description reflecting the workload, as appended to the agenda, for further deliberation and discussion; and

b) clause 1.1 BE RECEIVED for information.

Motion Passed

ADDITIONAL VOTES:

Moved by: S. Lewis

Seconded by: J. Morgan

Motion TO APPROVE Governance Working Group recommendation, except part a ii) and iii).

Yeas: (14): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, D. Ferreira, and S. Hillier

Absent: (1): E. Pelozza

Motion Passed (14 to 0)

Moved by: S. Lewis

Seconded by: J. Morgan

Motion TO APPROVE Governance Working Group recommendation parts a ii) and iii).

Yeas: (11): J. Morgan, H. McAlister, S. Lewis, P. Cuddy, S. Stevenson, J. Pribil, S. Lehman, P. Van Meerbergen, S. Franke, D. Ferreira, and S. Hillier

Nays: (3): S. Trosow, C. Rahman, and A. Hopkins

Absent: (1): E. Pelozza

Motion Passed (11 to 3)

5.4 (ADDED) 7th Report of the Diversity, Inclusion and Anti-Oppression Community Advisory Committee

Moved by: P. Cuddy

Seconded by: H. McAlister

That the 7th Report of the Diversity, Inclusion and Anti-Oppression Community Advisory Committee from its meeting held on September 14, 2023 BE RECEIVED.

Yeas: (13): J. Morgan, H. McAlister, P. Cuddy, S. Stevenson, J. Pribil, S. Trosow, C. Rahman, S. Lehman, A. Hopkins, P. Van Meerbergen, S. Franke, D. Ferreira, and S. Hillier

Absent: (2): S. Lewis, and E. Pelozza

Motion Passed (13 to 0)

7. Adjournment

Moved by: S. Stevenson

Seconded by: C. Rahman

That the meeting BE ADJOURNED.

Motion Passed

The meeting adjourned at 8:20 PM.

Bill No.
2023

By-law No. A.-

A by-law to ratify and confirm the Annual Resolutions of the Shareholder of London & Middlesex Community Housing Inc.

WHEREAS London & Middlesex Community Housing Inc. is incorporated under the *Business Corporations Act* R.S.O. 1990, c.B.16 (the “BCA”);

AND WHEREAS subsection 104(1)(b) of the BCA provides that a resolution in writing dealing with all matters required by the BCA to be dealt with at a meeting of shareholders, and signed by all the shareholders or their attorney authorized in writing entitled to vote at the meeting, satisfies all the requirements of the BCA relating to that meeting of shareholders;

AND WHEREAS The Corporation of the City of London is the sole shareholder of London & Middlesex Community Housing Inc.;

AND WHEREAS Subsection 9 of the *Municipal Act, 2001* provides that a municipality has the capacity, rights, powers and privileges of a natural person for the purpose of exercising its authority under this or any other Act;

AND WHEREAS Subsection 5(3) of the *Municipal Act, 2001* provides that a municipal power shall be exercised by by-law;

NOW THEREFORE the Municipal Council of The Corporation of the City of London enacts as follows:

1. The Annual Resolutions of the Shareholder of London & Middlesex Community Housing Inc. for the fiscal year ended December 31, 2022, attached as Schedule “1” are ratified and confirmed.
2. The Mayor and the City Clerk are authorized to execute the Annual Resolutions of the Shareholder ratified and confirmed under section 1 of this by-law.
3. This by-law comes into force and effect on the day it is passed subject to the provisions of PART VI.1 of the *Municipal Act, 2001*.

PASSED in Open Council on September 26, 2023 subject to the provisions of PART VI.1 of the *Municipal Act, 2001*.

Josh Morgan
Mayor

Michael Schulthess
City Clerk

First Reading – September 26, 2023
Second Reading – September 26, 2023
Third Reading – September 26, 2023

**SCHEDULE “1”
LONDON & MIDDLESEX COMMUNITY HOUSING INC.
(the “Corporation”)**

WHEREAS subsection 104(1)(b) of the *Business Corporations Act* (Ontario) (the “Act”) provides that a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of shareholders, and signed by all the shareholders or their attorney authorized in writing entitled to vote at the meeting, satisfies all the requirements of the Act relating to that meeting of shareholders;

The following resolution, signed by the sole shareholder of the Corporation entitled to vote thereon, is hereby passed pursuant to the Act:

ELECTION OF DIRECTORS

WHEREAS pursuant to the Declaration of the Sole Shareholder, the board of directors of the Corporation shall consist of eleven directors, eight of which shall be composed of various classes of directors, each serving for a three-year term, the ninth, tenth and eleventh members of the fourth class shall serve as the representatives of the municipal council of The Corporation of the City of London and The Corporation of the County of Middlesex;

AND WHEREAS the terms of the directors that are members of the second class expire at the annual meeting of shareholders held in 2018 pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder;

NOW THEREFORE BE IT RESOLVED THAT:

1. Each of the following persons, being directors that are members of the first class pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder, is hereby **elected** as a director of the Corporation to hold office for a term with the expiry as set out below, provided that when a successor is not duly elected at the close of the annual meeting described below, such director shall hold office until his or her successor is elected:

<u>Class</u>	<u>Director</u>	<u>Term</u>
Second	Kathleen Savoy	The close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024

CONFIRMATION OF CONTINUING TERMS

2. Each of the following persons, being directors that are members of the first, second, third and fourth class, as provided for below, pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder, is hereby **confirmed** as having a term continuing until the expiry as set out below, provided that when a successor is not duly elected at the close of the annual meeting described below, such director shall hold office until his or her successor is elected:

<u>Class</u>	<u>Director</u>	<u>Term</u>
First	John Corboy	The close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024
First	Philip Squire	The close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024

<u>Class</u>	<u>Director</u>	<u>Term</u>
Second	Shellie Chowns	The close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024
Third	Cara Awcock (Tenant)	The close of the annual meeting of the shareholders to be held in 2026 for the financial year ending December 31, 2025
Third	Gary Bezaire	The close of the annual meeting of the shareholders to be held in 2026 for the financial year ending December 31, 2025
Fourth	Councillor Hadleigh McAlister	The term ending November 14, 2026
Fourth	Councillor Shawn Lewis	The term ending November 14, 2026
Fourth	Colin Grantham (County of Middlesex)	The term ending November 14, 2026

APPOINTMENT OF AUDITORS

4. KPMG LLP are hereby appointed auditors of the Corporation to hold office until the close of the next annual meeting of the shareholders or until a successor is appointed by the shareholder at such remuneration as may be fixed by the directors and the directors are hereby authorized to fix such remuneration.

DATED this _____ day of _____, 2023.

The Corporation of the City of London

By: _____
Name: Josh Morgan
Title: Mayor

By: _____
Name: Michael Schulthess
Title: City Clerk

Bill No.
2023

By-law No. A.-_____

A by-law to ratify and confirm the Resolutions
of the Shareholder of London Hydro Inc.

WHEREAS London Hydro Inc. is a corporation incorporated under the
Business Corporations Act R.S.O. 1990, c.B.16;

AND WHEREAS subsection 104(1)(b) of the *Business Corporations Act*
provides that a resolution in writing dealing with all matters required by this Act to be
dealt with at a meeting of shareholders, and signed by all the shareholders or their
attorney authorized in writing entitled to vote at the meeting, satisfies all the
requirements of this Act relating to that meeting of shareholders;

AND WHEREAS The Corporation of the City of London is the sole
shareholder of London Hydro Inc.;

AND WHEREAS Subsection 9 of the *Municipal Act, 2001* provides that a
municipality has the capacity, rights, powers and privileges of a natural person for the
purpose of exercising its authority under this or any other Act;

AND WHEREAS Subsection 5(3) of the *Municipal Act, 2001* provides that
a municipal power shall be exercised by by-law;

NOW THEREFORE the Municipal Council of The Corporation of the City
of London enacts as follows:

1. The Resolutions of the Shareholder of London Hydro Inc., attached as
Schedule "1" are ratified and confirmed.
2. The Mayor and the City Clerk are authorized to execute the Annual
Resolutions of the Shareholder ratified and confirmed under section 1 of this by-law.
3. This by-law comes into force on the day it is passed subject to the
provisions of PART VI.1 of the *Municipal Act, 2001* .

PASSED in Open Council on the 26th day of September, 2023 subject to
the provisions of PART VI.1 of the *Municipal Act, 2001*.

Josh Morgan
Mayor

Michael Schulthess
City Clerk

First Reading – September 26, 2023
Second Reading – September 26, 2023
Third Reading – September 26, 2023

SCHEDULE "1"

LONDON HYDRO INC. (the "Corporation")

WHEREAS subsection 104(1)(b) of the *Business Corporations Act* (Ontario) (the "Act") provides that a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of shareholders, and signed by all the shareholders or their attorney authorized in writing entitled to vote at the meeting, satisfies all the requirements of the Act relating to that meeting of shareholders;

The following resolutions, signed by the sole shareholder of the Corporation entitled to vote thereon, are hereby passed pursuant to the provisions of the Act:

ELECTION OF DIRECTORS

WHEREAS pursuant to an Amended and Restated Shareholder Declaration, as amended (the "Amended and Restated Shareholder Declaration"), the board of directors of the Corporation shall consist of seven directors, six of which shall be composed of various classes of directors, each serving for a three-year term, and the seventh member of the fourth class shall serve as the representative of the municipal council of The Corporation of the City of London;

AND WHEREAS the terms of the directors that are members of the first class expire at the annual meeting of shareholders held in 2023 pursuant to paragraph 4.4 of the Shareholder Declaration;

NOW THEREFORE BE IT RESOLVED THAT:

1. Each of the following persons, being directors that are members of the first class pursuant to paragraph 4.4 of the Amended and Restated Shareholder Declaration, are hereby elected as a director of the Corporation to hold office for a term with the expiry as set out below, provided that when a successor is not duly elected at the close of the annual meeting described below, such director shall hold office until his or her successor is elected:

<u>Class</u>	<u>Name of Director</u>	<u>Term</u>
First	Tim Watson	the close of the annual meeting of shareholders to be held in 2025 for the financial year ending December 31, 2024
First	Tracy Gustafson	the close of the annual meeting of shareholders to be held in 2025 for the financial year ending December 31, 2024

CONFIRMATION OF CONTINUING TERMS

2. Each of the following persons, being directors that are members of the second, third and fourth class, as provided for below, pursuant to paragraph 4.4 of the Shareholder Declaration, is hereby confirmed as having a term continuing until the expiry as set out below, provided that when a successor is not duly elected at the close of the annual meeting described below, such director shall hold office until his or her successor is elected:

<u>Class</u>	<u>Name of Director</u>	<u>Term</u>
Second	Connie Graham	the close of the annual meeting of shareholders to be held in 2026 for the financial year ending December 31, 2025

<u>Class</u>	<u>Name of Director</u>	<u>Term</u>
Second	Guy Holburn	The close of the annual meeting of the shareholders to be held in 2026 for the financial year ending December 31, 2025
Third	Andrew Hrymak	the close of the annual meeting of the shareholders to be held in 2024 for the financial year ending December 31, 2023
Third	Tania Goodine	the close of the annual meeting of the shareholders to be held in 2024 for the financial year ending December 31, 2023.
Fourth	Corrine Rahman	the term ending November 14, 2026

APPOINTMENT OF AUDITORS

3. KPMG LLP are hereby appointed auditors of the Corporation to hold office until the close of the next annual meeting of the shareholders or until a successor is appointed by the shareholder at such remuneration as may be fixed by the directors and the directors are hereby authorized to fix such remuneration.

DATED this _____ day of _____, 2023.

The Corporation of the City of London

By: _____
Name: Josh Morgan
Title: Mayor

By: _____
Name: Michael Schulthess
Title: City Clerk