

**AGM March 4, 2022, Held online by Zoom**

**SWITCH ANNUAL GENERAL MEETING**

**ACTIVE MEMBERS PRESENT:**

Ian Arthur, Kiari Goni Boulama, Ted Hsu, Brooke Gilmour, Rosamund Hyde, David Hyndman, Cathay Ireland, Helene Kommel, Devin Lake, Darko Matovic, Carol McKay, Vicki Schmolka, Thomas Sears, Mark Sibley, Harriet Waterman, Tatyana Zarembo

Bellevue Emmanuel Residences (John Beard), Cunningham Swan (Andrew Sapiano), Quantum Renewable Energy (Rick Rooney), St. Lawrence College (Brooke Gilmour), KEDCO (Abdul Razak Jendi)

**REPRESENTED BY PROXY BALLOT:**

Andrew Bacchus

being a quorum (greater than one-third) of the 50 total active members.

**OTHERS IN ATTENDANCE:**

Adam Young (Secker, Ross and Perry), Darlene Plumley (Frontenac Islands), Lukas Duchaine, Cedric Pepelea (Sustainable Kingston) Caitlin Newey (Utilities Kingston), Nick Vlachopoulos, Maria Skordaki

David Hyndman, board chair and president in the past year, served as the chair of the meeting and Ted Hsu, secretary of the board in the past year, served as the secretary and returning officer for the vote.

The Chair advised that notice of the meeting having been properly given and a quorum being present, the meeting was declared to be regularly constituted.

**ACCEPTANCE OF AGENDA**

An addition was made to the agenda for Andrew Sapiano to make a presentation on the Ontario Not-for-profit Corporations Act.

On a motion duly made by Ted Hsu and seconded by Tatiana Zarembo and carried, the Agenda for the 2021 SWITCH Annual General Meeting meeting was accepted.

**MOTION TO ADOPT PRIOR AGM MINUTES**

No corrections to the prior AGM minutes were proposed.

There were no other items raised for discussion.

On a motion duly made by Harriet Waterman and seconded by David Hyndman, and carried, the minutes for the 2020 SWITCH annual general meeting were approved by members.

## **REPORT OF PRESIDENT**

See Attached Document

## **REPORT ON Ontario Not-For-Profit Corporation Act (ONCA), Andrew Sapiano, Cunningham-Swan.**

Andrew Sapiano briefed the members on proposed changes to the SWITCH by-laws now that ONCA has been put into force. These changes will be approved by the Board of Directors at an upcoming meeting and then approved by the members at the AGM to be held in 2023. SWITCH will also be accessing the new online Ontario Business Registry.

## **TREASURER'S REPORT – Rosamund Hyde**

See attached notes and slides, and the attached financial statements

The Treasurer discussed and summarized financial statements year ending Sept 30, 2021, as well as for the stub year, Oct 1, 2021 - Dec 31, 2021. In particular she discussed what could happen depending on how long the Canada Revenue Agency takes before approving our change of year-end. It was explained in an answer to a question from Harriet Waterman that the motion to be approved (see below), confirming any actions the Directors take to move the fiscal year-end, is in lieu of the members approving the change now, because of the delay at the CRA.

The Treasurer said that because of increased membership dues, the Board's cost controls, and a successful grant application, SWITCH's finances are "moving the right direction".

Mr. Adam Young, representing our accountants, Secker, Ross and Perry, talked about his Compilation Engagement Report regarding the financial statements for SWITCH, Oct 1 2020 to Sept 30 2021.

## **MOTION TO ACCEPT FINANCIAL STATEMENTS FOR THE YEAR ENDING SEP 30, 2021 AND APPROVE THE ACCOUNTANT'S and TREASURER'S REPORTS**

Moved: Harriet Waterman, Seconder: Darko Matovic, carried.

## **RESOLUTIONS OF THE MEMBERS**

### Election of the Board of Directors

The conduct of the meeting was transferred to Ted Hsu for the vote of the new directors. The vote was conducted by Google forms and by proxy ballots.

The nominees who were present at the meeting each spoke for a minute to introduce themselves to the members.

The following person was acclaimed to the 2022 Board of Directors of SWITCH:

**Government/Utility:** Abdul Razak Jendi

The following two people were elected to the 2022 Board of Directors of SWITCH:

**Education/Research:** Maria Skordaki

**Resident/Business:** Ian Arthur

David Hyndman noted that there was no nominee for Student Director and that the Board will be seeking to recruit one.

MOTION TO CONTINUE TO ENGAGE SECKER, ROSS & PERRY LLP AS ACCOUNTANTS

Moved: Harriet Waterman, Seconder: Darko Matovic, approved unanimously

CONFIRMATION OF PROCEEDINGS OF THE BOARD OF DIRECTORS

approved unanimously

CONFIRMATION OF ACTIONS NEEDED TO EFFECT THE CHANGE OF FISCAL YEAR END FROM September 30 2021 to December 31 2001 and annually thereafter.

approved unanimously

ADJOURNMENT

Moved by John Beard seconded by Ian Arthur, carried.

## AGM – Chair’s message (David Hyndman)

First off, I would like to thank everyone for their virtual attendance today at our AGM, and for supporting the mission of Switch over the years and over this last year. Another year of COVID-19 under our belts and as a group we have developed a new flow. Our board meetings continue to be virtual, as do our Open Meetings. A few physical items go back and forth by mail or by mail-box drop off. We have continued to take advantage of the virtual meeting format, bringing in speakers from Toronto and the wider Eastern Ontario region, without the driving. It has broadened our attendance net as well, having had attendees from as far away as St. Catherines. However, I continue to miss the chatter in the room before and after the live meetings, and the multiple small group discussions that would take place. A hybrid attendance model was explored last fall, back at the Seaway Coworking Space, but then Omicron hit! Perhaps in 2022?

### **Highlights from the Year.**

As mentioned, there was the continued ability to cast our presentation net wider than in the past. This wider net has included Brookes Shean from Flo on the current state of EV charging, Robert Andrews from Heliolytics on aerial analysis of PV field performance and Steve Sottile at Canopy Growth on their energy efficiency processes. As a small pat on our collective back, both Robert and Steve indicated that SWITCH was a factor in their early success, and that we should be very proud of what SWITCH has meant to the community! We also heard recent updates from The Green Team research group at RMC and current initiatives at St. Lawrence College. There was also the very exciting update on local implementation of geothermal heating by Podium Developments at their **Geo** development at 575 Princess Street.

**Behind the scenes** the Board members have been very active this year, adjusting to the changing pandemic realities as we worked to represent the members on community initiatives to promote sustainability across the region.

Shannon and I continued our participation in the community engagement sessions for the Kingston Climate Leadership Plan, Mitigation Technical Team. This was unanimously endorsed by Kingston City Council on Dec 22, 2021.

Rosie led a very informative interview series with local companies and organizations. Our goal from this outreach was to get a fresh measure of what larger organizations would like to see from SWITCH. Feedback ranged from supporting funding programs, to helping raise awareness on initiatives that overlap with the SWITCH mission, to peer to peer information sessions coordinated by SWITCH for education purposes. A return of conferences was also mentioned, which was in the cards before COVID hit, and is in the plans at some point. This was a lot of work, and I would like to thank Rosie for taking this on!

Spark Centre, the Durham region economic development agency, became a member last fall and there has been significant interaction with SWITCH ever since. We were consulted on Green Economic development initiatives related to foreign investors, and have provided companies within their region

with introductions to Cleantech companies within our network. SWITCH has been invited to take part in the Eastern Ontario Innovation Corridor, an initiative to support all the economic development opportunities in the larger region.

We were also lucky enough to have two former board members, Andrew Bacchus and Harriet Waterman, organize and lead four hydrogen fuel special sessions over the course of 2021. I would like to thank them again for their efforts exploring the current state of hydrogen technology and adoption.

### A SHORT GUIDE TO THE CITY OF KINGSTON HERITAGE FUND

The CKHF supports cultural heritage organizations and initiatives in their efforts to share Kingston's stories and histories.



**\$452,261 AVAILABLE FOR 2021-2022!**



- AVAILABLE GRANTS:
  - LARGE OPERATING (\$75,000 MAX)
  - SMALL OPERATING (\$5,000 MAX)
  - COMMUNITY CULTURAL HERITAGE PROJECT (\$20,000 MAX)
  - CULTURAL HERITAGE DEVELOPMENT (\$5,000 MAX)

- ELIGIBILITY:
  - BASED WITHIN THE MUNICIPALITY KINGSTON
  - BE INCORPORATED AS A NON-PROFIT
  - HAVE A CULTURAL HERITAGE FOCUS
  - DEMONSTRATE ALIGNMENT WITH CKHF OBJECTIVES



\$302,940 IN OPERATING GRANTS

\$99,321 IN COMMUNITY CULTURAL HERITAGE PROJECT GRANTS

\$50,000 IN CULTURAL HERITAGE DEVELOPMENT GRANTS



## 20 Years of Nurturing Kingston's Sustainable Energy Future

- 4 project Grants Awarded
- SWITCH received \$8,690.00

**OVER 1.75 MILLION DOLLARS INVESTED IN THE COMMUNITY SINCE 2014!**



47 OPERATING GRANTS AWARDED!  
32 PROJECT GRANTS AWARDED!

#### SUBMISSION DEADLINES

SEPTEMBER 7TH 2021 FOR OPERATING GRANTS  
SEPTEMBER 14TH 2021 FOR PROJECT GRANTS

## Deliverables

### 1. Review and collation of existing archival material.

Material consists of:

- Board of Directors minutes and Executive Director minutes
- News clippings
- Promotional materials, annual reports
- Grant applications and progress reports
- Computer files from the office
- Materials used to organize events, records of these events

This will identify gaps in our history to be filled and identify key persons for subsequent interviews. This work will be collected and organized into resource documentation for the SWITCH board and for web accessible reports for stakeholders and the general public.

### 2. Outreach to key contributors and stakeholders as identified.

Some of these key contributors may have extensive personal records that would be added to the collected information in Activity 1. Interview sessions will be captured in video and written form to be included in the reports and online materials.

Design of printed flyer for distribution

A major behind the scenes effort has been an application and successful funding announcement for a City of Kingston Heritage Fund project entitled “20 years of nurturing Kingston's sustainable energy future”. The total award was \$8,690. 2022 is the 20th anniversary of the formation of SWITCH, and we thought it was a good opportunity to reflect on what has been accomplished and get all our files and resources in order for the next 20 years. A major public initiative will be an interview series with key supporters over the years, and public events in the fall to release these commemorative resources.

We have made another attempt at adjusting our year end from Sept to December. The driving force for this was to avoid February AGMs, which when we met in person, were routinely snowy events with the threat of not reaching quorum. We thought we had all the pieces in place to present this to the members at this AGM, except that the CRA is significantly behind in their stated turn around times for providing a decision. There will be further discussion on this later on in the AGM.

Another initiative that has taken up significant time in 2021 is the implementation of ONCA. The Ontario Not-for-Profit Corporations Act, 2010 was finally enacted on October 19, 2021. This act changes some aspects of how a not-for-profit like SWITCH needs to operate and report to the Government.

We will hear shortly from Andrew Sapiano from Cunningham Swan on what ONCA will mean for SWITCH.

Thanks

Finally, I would like to end off with a round of thanks for the current board, on behalf of myself and I am sure the membership at large. It has been a pleasure to serve with all of you as President and Board Chair this past year. What continues to impress is the flexible nature of the board, which speaks to their deep individual talents. When an issue would arise, those with expertise would step up. The ever changing, self-forming subgroups that would coalesce around a need was a delight to witness and be a part of. It goes to the deep commitment that SWITCH members have to solving problems to move forward with Energy stewardship.

We are sad to see that Shannon and Ted will be stepping aside from board duties this year. Shannon has a new position at Loyalist College, where, in addition to a longer drive, there is no doubt the steep learning curve of a new job. Thank you for your NINE years on the board, and your time as President before my current term! I learned from a good teacher! Ted will be stepping back to run in the upcoming provincial election. We will miss his very capable support as secretary and his prodigious recollection of our operational details and history. Ted has promised to stay connected, which will be very useful as we go through the Heritage project!

I also note that Ian Arthur's three-year term is up, but that he has indicated he will run again for a board position. Ian provided great insight into the goings on at Queen's Park, and supplied numerous connections for SWITCH meetings, including our special speaker session with Dianne Saxe in our pre-pandemic reality.

With this I will stop, other than to again indicate our thanks for attending the AGM.