

AGM February 5, 2021, Held online by Zoom

SWITCH ANNUAL GENERAL MEETING

ACTIVE MEMBERS PRESENT:

Ian Arthur, Eric Aucoin, Andrew Bacchus, Spencer Bardell, Sho Fujita, Kiari Goni Boulama, Shannon Claggett, Ted Hsu, Rosamund Hyde, David Hyndman, Steven Iscoe, Chad Joshi, Helene Kommel, Devin Lamothe, Andrew Kular, Allen Lucas, Darko Matovic, Carol McKay, Jake Milley, Thomas Sears, Mark Sibley, Bardi Vorster, Harriet Waterman, Tatyana Zaremba

Bellevue Emmanuel Residences (John Beard), Canadian Wollastonite (Bob Vasily), City of Kingston (Paul Maclatchy), Quantum Renewable Energy (Rick Rooney), Queen's University (David Gerrish), St. Lawrence College (Shannon Claggett), Sustainable Kingston (Kristin Mullin), Wintergreen Studies (Justin Connidis)

REPRESENTED BY PROXY BALLOT:

Tyson Champagne

being a quorum (greater than one-third) of the 56 total active members.

OTHERS IN ATTENDANCE:

Adam Young (Secker, Ross and Perry), Pavel Graymason, Lisa Martin, Caitlin Newey

It was noted that, yet again, the SWITCH AGM coincides with inclement weather but that it did not matter because the pandemic forced our meeting online.

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

No further additions to the Agenda were made.

On a motion duly made by Harriet Waterman and seconded by Pavel Graymason and carried, the Agenda for the 2020 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 John Beard and seconded by Rosamund Hyde, and carried, the minutes for the 2019 SWITCH meeting were approved by members.

REPORT OF PRESIDENT

See Appendix 1

TREASURER'S REPORT – Rosamund Hyde

See attached slides

The treasurer discussed and summarized audited financial statements year ending Sept 30, 2020. A copy of her presentation and financials is saved in SWITCH's online files.

In summary:

The year-on-year comparisons of monthly revenue fluctuations from differences in corporate membership renewal payments were discussed and the renewing members were thanked.

The treasurer explained how we have minimized certain expenses, especially book-keeping costs. The main cost is the fees for our part-time administrator. We continued to spend down our balance from a few years ago when we ran conferences.

There were few expenses associated with operating online during the pandemic. The change of fiscal year, in order to avoid problems achieving quorum at our AGM as discussed at our last AGM, was deferred.

The treasurer invited the membership to propose any or all ideas for boosting membership or revenue.

Discussion: David Hyndman mentioned the Board's application to the Trillium Fund for improving our ability to operate through and after the pandemic. Harriet Waterman complimented Rosamund Hyde on the work she did to minimize our book-keeping expenses for the future. Andrew Bacchus mentioned some funding opportunities.

Mr. Adam Young, representing our accountants, Secker, Ross and Perry, made a Notice to Reader Presentation regarding the financial statements for SWITCH, Oct 1 2019 to Sept 30 2020.

He noted that SWITCH was managing its cash burn rate and that any additional revenue sources would fall to the bottom line. There was a change of accounting for receivables, namely membership renewal fees invoiced but not paid and/or not likely to be paid. The books have been cleaned up on this issue.

Discussion: Helene Kommel brought up the idea of increasing individual membership fees which she considers modest at present. David said that the new board would consider this question. She brought up the interest rate on GICs. Adam Young said that the GIC maturity does not coincide with the fiscal year end and so the market interest rate cannot be inferred from the cash flow. Helene brought up the

increase in insurance costs. David Hyndman said that insurers seem to be less willing to insure not-for-profits these days but that insurance costs did decrease for the coming year.

MOTION TO ACCEPT FINANCIAL STATEMENTS AND APPROVE THE ACCOUNTANT'S and TREASURER'S REPORTS

Moved: Rosamund Hyde, Seconder: Steven Iscoe

Approved.

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 meeting discussed sector-by-sector news while the vote was tallied by Ted Hsu.

The following five persons were elected to the 2020 Board of Directors of SWITCH in the following categories:

Government/Utility: Paul Maclatchy

Education/Research: Kiari Goni Boulama

Resident/Business: David Hyndman, Rosamund Hyde

Student: Adam MacPherson

On a motion duly made by Harriet Waterman and seconded by Andrew Bacchus, and carried, the members approved the election of the directors.

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

Moved: David Hyndman, Seconder: Ted Hsu

Approved, but not unanimously, by an online and proxy vote

CONFIRMATION OF PROCEEDINGS

Moved: David Hyndman, Seconded: Ted Hsu

Approved, but not unanimously, by an online and proxy vote

ADJOURNMENT

Moved by Helene Kommel seconded by Andrew Bacchus

Approved.

Appendix 1

Report of the President, 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. **Well, what a year!** Our last AGM was the second last meeting this group held at a physical location. The virus was only officially named as COVID-19 about a week after our 2019 fiscal year AGM on Feb 07th, 2020. Since April we have been using Zoom for our open meetings. Thank you, Ted for setting that up and being our technical lead for all the sessions, including this one. We got Zoom-bombed once and have adjusted to the waiting room procedure. Behind the scenes all our monthly board meetings are also done via video link.

As with everything there are pros and cons to change. Being virtual we can now bring in speakers from farther away. To this point we reached out to the Pembina Institute, who are headquartered in Alberta, for our June 2020 meeting. Turns out the speakers were from Toronto and Ottawa, but we likely would not have pursued Pembina if we were meeting in person. The downside is the more sterile interaction feel from a virtual meeting. I am sure we all miss the chatter in the room before and after the live meetings, and the multiple small group discussions that would take place.

Highlights from the Year.

As mentioned, there was the ability to cast our presentation net wider than in the past. This wider net has included the Pembina Institute and

the Environmental Defence Fund. We heard recent updates from Lafarge on their effort to curb their emissions through new technologies and we also experimented with a virtual roundtable to discuss the current EV landscape, both locally and in relation to future trends in the industry.

Behind the scenes the Board members have been very active this year, both adjusting to the new realities of the pandemic to deliver our monthly meetings and on many community initiatives to promote sustainability across the region.

First off, on behalf of SWITCH, Shannon and I have been participating in the community engagement sessions for the Kingston Climate Leadership Plan, Mitigation Technical Team. The Mitigation Team has held 2 formal sessions with the consulting firm WSP, with more sessions planned for 2021.

A second great City initiative that SWITCH participated in was the just released Home Energy Retrofit Program. We did a review of the draft prior to it going to City Council with a focus on its objectives and delivery methods.

A third city request was to provide the City with a technical evaluation of the sustainability aspects of the Unity Road Spa on Battersea Road. In the space of 2 weeks in mid-August we reviewed the company submission to the city about the build site and developed a tracking matrix for our assessment of the technologies being proposed. These included roof-top solar PV, geothermal, grey water recovery, and overall building envelope efficiency. From a technical standpoint this development sets a very high standard for integration of current technologies.

SWITCH was also asked by the Queen's University Sustainability Working Group to sit on their Campus and Community Engagement

sub-group. This role was taken up by Pavel Graymason on behalf of SWITCH.

I would like to close out the highlights section by saying that we did have some mini-conference plans in the works for the fall of 2020, as proposed at the AGM last year. However, we put them on hold as we supported the other initiatives just mentioned and waited until we could meet in person again.

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 especially struck me was 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 form was a delight to witness and be a part of. It goes to the deep commitment that SWITCH members have to solving problems to make for a more sustainable future.

To Ian, Ted, Shannon and Darko, we all look forward to your continued contributions on the board next year. Ted, a particular shout out for much of the behind the scenes work preparing for today. Rosie and I are up for re-election, so we will see where that lands with the stellar slate of candidates this year. Rosie has done an exceptional job this year as our treasurer, and you will hear more from her shortly.

I would also like to thank Tatyana Zaremba for her continuing enthusiastic support for our administrative needs.

I would now like to turn to the board members not returning.

Eric Aucoin has been our student director for the past year. He has helped provide perspective on the Queen's student community, and was instrumental to our outreach to the new Queen's student's last fall. We all wish Eric good luck as his schooling winds down and he looks to enter the real world.

Pavel Graymason will also not be running again for a board position. When Pavel started, he was still the director at Sustainable Kingston. However, the academic bug took him as he is now a PhD student in Geography at Queen's. He also teaches at SLC, so we can all understand the need to ration how many balls he can juggle with a young family. Good luck with hunkering down on your studies!

Finally, I would like to thank Harriet Waterman for 15 years of service on the SWITCH board. I have known Harriet since about 2008, both from her role with IRAP, and from when I started attending SWITCH meetings. Always passionate about tangible change towards more sustainability Harriet has supported and been a driver on many of the initiatives SWITCH has undertaken over the years, whether it be the Managing Energy or Green Profit conferences, or the many funding programs that SWITCH has run with in earlier times. Harriet (along with Ted and Shannon) are the brain trust of this organization, and though she has said she is only an email away, that depth of knowledge will be missed on a day to day basis going forward.

I will close my report by presenting Harriet with a small token of our appreciation, both from the board, and I and sure, from the broader membership. We will arrange for a physical drop off at some point in the near future, as a virtual mug is not of much use.

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

I would like to start with those who are looking to continue to serve SWITCH through an extension of their board participation.

In this situation, in addition to myself, I would like to thank Rosamund Hyde who has been our Treasurer for the last year. She has dived into our finances with a gusto and attention to detail that has been very much appreciated. Some blips in the numbers, as will be reported in the financial section were caught by Rosie. She was part of the three amigos that pushed through a recent Trillium Fund application.

The third part of the Trillium fund core was Darko Matovic. Darko has been a long-standing SWITCH member and has stepped right into the vice-president's shoes in his first year, helping significantly with the finance logistics to help Rosie and the rest of us.

Speaking of long-standing members, Ted Hsu has resumed a board role as Secretary. Ted has helped in innumerable ways, from keeping track of our email (along with Tatyana) to keeping our meeting minutes in order, to hosting the Zoom calls since we went virtual and taking on numerous outreach tasks on behalf of the board.

Shannon Claggett is our past-president, and has continued to support the board and our outreach. When events were live Shannon was instrumental in arranging for space at St Lawrence College before we move to the Seaway building downtown. Her participation on the Climate Leadership Plan Mitigation group provides the board with another perspective on how SWITCH should contribute to this city

initiative.

Ian Arthur continues to find time for board responsibilities, despite his crazy schedule as our Kingston representative in Toronto. His insight from being the Environment critic was well on display during his presentation last year. Ian has also provided great leadership in our ongoing discussions on how to provide better value to our members, including a number of working drafts that we still draw from for guidance.

I am going to interject with our one non-board regular. Tatyana Zaremba has provided administrative and logistics support to the board for a number of years now. This includes much of our website updates, rustling up speakers and also some significant new paying corporate members. Thank you for your ever enthusiastic support for the SWITCH cause.

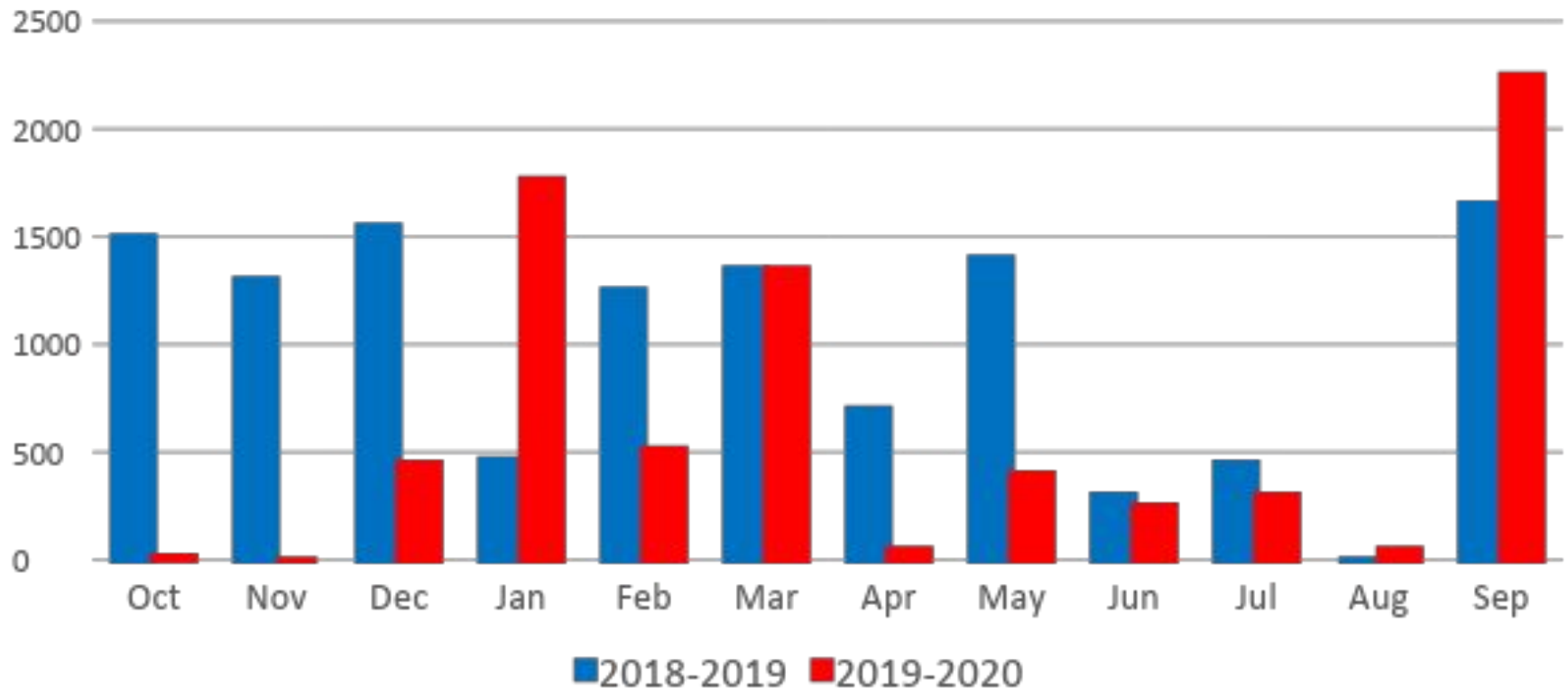
Treasurer's Report



SWITCH 2020 AGM
Feb 05, 2021

Two Year Comparison - Revenue

SWITCH Membership Revenue, Two Year Comparison



Updates

- Lean operations; no monthly lease, selected a NTR instead of an audit, minimized bookkeeping costs
 - Savings of +\$500 per month now spent on p/t admin fees
- Frequency of new memberships and institutional/ corporate memberships
 - Cashflow positive is (still) a result of 2017 Managing Energy
- GIC Investment \$10K GIC was purchased in 2019 and continues to accumulate interest which notionally defrays actual cost of student memberships.
- Some COVID impacts: evident from previous slide, also significant programming impacts
- Change of Fiscal Year: will be given consideration again this year. It was deferred since one motivation, ease of travel to AGM, has not been an issue for today's AGM since we are meeting virtually.

Your ideas for additional revenue streams?

