Kingston Community Credit Union

MINUTES OF THE SIXTY SEVENTH ANNUAL MEETING
TUESDAY, MARCH 25, 2025

The 67th Annual General Meeting of Kingston Community Credit Union Limited was held at Donald Gordon Hotel & Conference Centre, 421 Union Street, Kingston, Ontario on Tuesday March 25, 2025.

Agenda Item #	Acceptance/Discussion	Status
1) Enrolment of Members	At 7:06pm, the meeting was called to order by CEO, Jon Dessau. <u>Determination of Quorum</u>: The registrar confirmed that there were 48 registered Kingston Community Credit Union members in attendance. In accordance with the bylaws, the required number is 20. Mr. Dessau declared that a quorum was present and thus the meeting was duly constituted.	
2) Chair's Opening Remarks	Mr. Dessau, CEO, welcomed the assembly to the Annual General Meeting of Kingston Community Credit Union before delivering the Land Acknowledgement. He then provided an overview of the meeting's proceedings and structure, encouraging the attendees to ask questions and make comments. AGM information packages for members were provided at the registration table, containing the Agenda, minutes of the last (66th) AGM, Annual Report, Audited Financial Statements, proposed Bylaw Amendments, and an overview of the Director Candidates. Mr. Dessau then introduced the Chair of the Board of Directors, Bob Trentadue. The Chair introduced his fellow Board members, and each was asked to stand to be recognized: Stephen Bach, Jordan Beattie, Brent Bellamy, Lisa DiRocco, Dan Hendry, and Jo Matyas. At this time, Mr. Trentadue asked the membership to stand and observe a moment of silence in remembrance of members who had passed away in the last year.	
3) Approval of Agenda	**It was moved by <u>Norm Meyers</u> and seconded by <u>Chris Eggink</u>, that the agenda be adopted as presented.**	***CARRIED***
4) Minutes of the 66th Annual General Meeting	Minutes of the 66th Annual General Meeting were distributed upon registration. **It was moved by <u>Jaime Allison</u> and seconded by <u>Paul Lorenz</u>, that the Minutes of the 66th Annual General Meeting be approved as written.**	***CARRIED***
5) Business Arising from Minutes	There was no business arising from minutes.	
6) Report of the Chair of the Board of Directors	Mr. Trentadue referred to his report found on page two of the Annual Report and presented a summary thereof. Mr. Trentadue announced that the Board of Directors recommends approval for the following to be paid for the 2024 financial year to the membership: • a 6% Dividend on the Equity Share Account, • a 5% Personal Variable Loan Interest Refund, and • a 15% Chequing Account Package service charge rebate. **Discussion/Questions:** *Mr. Trentadue extended his appreciation to the board members, management and staff, congratulating them on another successful year. He was pleased to be able to*	

6) Report of the Chair of the Board of Directors (continued)	*report a return to the membership this year totalling about $148,000 in dividends.* **It was moved by <u>Bryn Fisher</u> and seconded by <u>Paul Lorenz</u>, that for the 2024 financial year, the membership be paid a 6% Dividend on the Equity Share Account, 5% Personal Variable Loan Interest Refund, and a 15% Service Charge Rebate on Chequing Account Packages.** **It was moved by <u>Paul Lorenz</u> and seconded by <u>Norm Meyers</u>, that the Report of the Chair of the Board of Directors be accepted.**	***CARRIED*** ***CARRIED***
7) Report of the CEO **and** **8) 2024 Community Report**	The Report of the CEO, found on pages 3 and 4 of the Annual Report, was presented by CEO, Jon Dessau. Mr. Dessau thanked the membership for their continued support and was pleased to report that KCCU had an excellent financial outcome for 2024. He credited the role of the Board and the dedication of all the staff in making it possible. He credited the Board's focus on long-term sustainability and the following attributes of the KCCU model: • leveraging new technology and exploring new uses of data, • finding collaborative opportunities, • engaging in regulatory and government advocacy, • staff participation in national and provincial credit union groups, and • the Board's focus on succession planning and securing our footprint in the community by purchasing the plaza at 795 Gardiner's Rd. Mr. Dessau added that the particular cooperative value we bring to our members and wider community has also contributed to our financial success and sustainability. He further stated that success is adding value to the community and highlighted the Seven Cooperative Principles which appear on page 15 of the Annual Report. He then proceeded to introduce the *2024 In Our Community Report* video presentation which outlines all of KCCU's community support and engagement. **Discussion/Questions:** none **It was moved by <u>Norm Meyers</u> and seconded by <u>Bryn Fisher</u>, that Report of the CEO be accepted.**	***CARRIED***
9) Report of the Governance Committee	The Chair of the Governance Committee, Jo Matyas presented the report of the Governance Committee and referred to the full report found on page ten of the Annual Report. Ms. Matyas noted that the Governance Committee is constituted as an advisory committee as per article 5.05 of the Bylaws of the Credit Union. The objective of this committee is to make recommendations to the Board with respect to board training and qualifications, board succession planning, governance practices and board-level policies. The Committee is comprised of a minimum of three Directors appointed by the Board and in 2024 the committee members included Stephen Bach, Jordan Beattie, Dan Hendry, and herself. She tanked the committee members for their work effort and diligence throughout the year. The Governance Committee met four times during the 2024 fiscal year. The key activities undertaken last year are outlined on page 10 of the Annual Report. In 2024, the Governance Committee supported the work of the Board by lending guidance to Director Training Plans and New Director Orientations, reviewing Director Qualifications, providing insight to KCCU's Governance Framework including adherence to FSRA Rule 001 – Sound Business and Financial Practices, and supporting Board Succession Planning and Director Recruitment. **It was moved by <u>Angie Ryan</u> and seconded by <u>Brian Dennie</u>, that Report of the**	***CARRIED***

	Governance Committee be accepted.	
10) Report of the Audit Committee	Brent Bellamy, Chair, referred to his Audit Committee report found on pages 5 and 6 of the Annual Report and presented a summary. The Committee met four times during the fiscal year of 2024 to review financial and risk management activities, processes and results. Mr. Bellamy stated that the Audit Committee conducted its activities in accordance with the Act, Rules and Regulations and management has accepted all recommendations of the Audit Committee. He was pleased to report that KCCU had surpassed the reserves, capital and liquidity requirements and is in a strong and sound financial position. Mr. Bellamy thanked the other Committee members, Lisa DiRocco and Bob Trentadue, for their commitment, diligence, and attention to significant work completed in the past year. **Discussion/Questions:** none. **It was moved by <u>Charlotte Emmons</u> and seconded by <u>Jason Field</u>, that the Report of the Audit Committee be accepted.**	***CARRIED***
11) Report of the CFO/Credit Manager	The Report of the CFO/Credit Manager was presented by David Bull. He began by offering a tribute to Mrs. Kathy Lavorato, Manager-Compliance/Operations, who has retired after 33 years of service to KCCU. Her dedication and commitment to KCCU has left a huge positive mark on the credit union. He also thanked Mr. Dessau, CEO, and Mr. Dennie, General Manager, in making 2024 such a successful year, attributing the credit union's ongoing sustainability on their senior management partnership. He also thanked FSRA for their cooperation in our quest to purchase the plaza at 795 Gardiners Rd. Mr. Bull referred to pages 7 to 9 of the Annual Report and reported on credit and deposit performance highlights in 2024, noting improved services for businesses, and a 32% increase in wealth assets under management. Mr. Bull referred to a breakdown of deposits included in the CFO/Credit Manager's report and reviewed key deposit growth results. In his discussion, Mr. Bull elaborated on the analysis of the deposit growth strategy employed in 2024. A comparative analysis of credit losses, delinquency, and recoveries against results from previous years was discussed. He completed his presentation by highlighting key historical trends since 2016. **Discussion/Questions:** none **It was moved by <u>Jaime Allison</u> and seconded by <u>Clifford Piehl</u>, that the Report of the CFO/Credit Manager be accepted.**	***CARRIED***
12) Report of the Auditors	The Auditor's Report was presented by Brent Wilson, Auditor with MNP LLP. Mr. Wilson referred to the audited financial statements included in the meeting package distributed to attendees at registration. He stated that the credit union is in a strong position and was able to successfully purchase the plaza on Gardiners Rd. and had attained the additional regulatory capital requirements associated with the purchase ahead of planned schedule. The External Auditor provided the Credit Union with a clean report, stating that he found the affairs of KCCU to be in good order and fairly presented in accordance with International Financial Reporting Standards. He concluded with the following statement: "In our opinion, the summarized financial statements derived from the audited financial statements of Kingston Community Credit Union for the year ended December 31, 2024 are a fair summary of those financial statements, in accordance with International Financial Reporting Standards." **Discussion/Questions:** none	

	It was moved by <u>Paul Lorenz</u> and seconded by <u>Norm Meyers</u>, that the Auditor's Report be accepted.	***CARRIED***
13)a **New Business – Bylaw Amendments**	Mr. Trentadue, Chair, introduced Mr. Dessau, CEO, to provide an explanation to the assembled membership on the proposed Bylaw Amendments. A log of the changes to the Bylaws was included in the meeting package distributed to attendees at registration. Mr. Dessau stated that the majority of the proposed amendments to the Bylaws are housekeeping in nature. The more substantial changes are in regard to Board composition. He explained that KCCU's Articles of Amendment were amended 3 years ago to move from a fixed number of Directors, seven, to a range of Directors, seven to nine. Amending the Bylaws to the same range with allow for flexibility for the Board and succession planning. This change will also be in step with the regulator's move to a risk-based approach to governance, making the role of the Board more complex and giving the board additional capacity to onboard desired capabilities. **Discussion/Questions:** A member requested clarification of the specifics surrounding the number of Directors and how it relates to the proposed Bylaw Amendment to change from a fixed number of Directors to a range. Mr. Dessau responded that Once the Bylaw Amendment is approved, there will not be a need to amend the process as long as the number of Directors elected or acclaimed falls within the prescribed range. **It was moved by <u>Jason Field</u> and seconded by <u>Angie Ryan</u>, that the Bylaw Amendments be accepted, as presented.**	 ***CARRIED***
13)b **New Business - Report of the Nominating Committee**	The report of the Nominating Committee was given by Chair of the Nominating Committee, Brent Bellamy. Mr. Bellamy stated that as the standing practice, the Nominating Committee is made up of those members of the Board whose term is not expiring. Therefore, the committee consists of: Jordan Beattie, Jo Matyas, Bob Trentadue and himself. During the first meeting of the Nominating Committee in September 2024 Mr. Bellamy was nominated to be the Chair of the Nominating Committee. He stated that the Nominating Committee must adhere to certain By-laws and the Nominating Committee Charter, which they have. Mr. Bellamy stated that there were two Board Members, Stephen Bach and Lissa DiRocco, whose terms have expired which left two vacant positions. In accordance to the Bylaws, a notice of vacancy was posted on November 25, 2024 and nominations closed at 4 pm on February 25, 2025. The Committee reviewed the number of vacancies on the Board of Directors of Kingston Community Credit Union Limited. The Committee received three nominations for the two vacant positions. The Committee reviewed all Director Candidate Applications for Nominations received and verified that all candidates have fulfilled the eligibility requirements within the prescribed time periods, including completion of the required Director Candidate information packages. The Committee confirmed that all three Director Candidates met all of the qualifications for nomination to the Board and that after an interview process and deliberation by the committee, all three candidates were recommended to the Board. The Board met on March 5, 2025 to consider the recommendation of the Nominating Committee which they approved. All three candidates were contacted individually by the Vice-Chair of the Board and were given an explanation of the findings. As such, the Committee recommended to the Board of Directors to recommend to the Membership at the Annual General Meeting that the following three candidates be acclaimed subject to the proposed Bylaw Amendment having passed. If the Bylaw Amendment did not pass the Committee recommended that the Board proceed to hold	

13)b **New Business - Report of the Nominating Committee** (continued)	an open election of three candidates for two vacancies. The candidates are: • Stephen Bach (incumbent); • Lisa DiRocco (incumbent); and • Paul Vickers. **Discussion/Questions:** none **It was moved by Concetta Silva and seconded by Carrie Pereira, that with the Bylaw Amendment having passed earlier, to acclaim Stephen Bach, Lisa DiRocco and Paul Vickers to the Board of Directors.** **It was moved by Paul Lorenz and seconded by Norm Meyers, that the Report of the Nominating Committee be accepted.** Mr. Trentadue congratulated the three directors.	***CARRIED*** ***CARRIED***
13)c **New Business – Appointment of the Auditor**	Mr. Trentadue stated that the next item for business was the appointment of the Auditors. He referred to Bylaw 6.7, stating that at each annual meeting, the members of the Credit Union shall appoint an Auditor. Following a Request for Proposal process initiated by KCCU with several Ontario accounting firms, the Audit Committee performed an analysis of the one positive response from MNP LLP. The Audit Committee has recommended to the Board of Directors that the Board recommends to the Membership to re-appoint MNP LLP Chartered Professional Accountants as the Credit Union's auditor for 2025. **Discussion/Questions:** none **It was moved by Chris Eggink and seconded by Carrie Pereira, to re-appoint the firm of MNP LLP Chartered Professional Accountants as the auditors for Kingston Community Credit Union for the financial year ending December 31, 2025.**	***CARRIED***
14) **Announcements**	Mr. Trentadue called on Mr. Jon Dessau, CEO, to make the final announcements. First, he welcomed and acknowledged the guests that were in attendance. He then proceeded to announce Staff Milestones for 2024. There were five employees celebrating a milestone year at the Credit Union. In recognition of their service, Mr. Dessau acknowledged the following employees: • 5-year Anniversary: Clifford • 15-year Anniversary: Jaime • 25-year Anniversary: Jon • 30-year Anniversary: Charlotte Mr. Dessau recognized the next two employees for their dedicated service and commitment to KCCU. In appreciation for their 35 Years of Service, the following employees were recognized for their dedication to the credit union: • Brian • Rob For the final announcement, Mr. Dessau recognized the service of retiring Senior Manager, Kathy, and made a special presentation on behalf of the Board, management, and staff. Mr Dessau thanked Mary Lowdon, Corporate Secretary and staff for all their work in making the annual meeting come together.	
13)	Mr. Trentadue thanked everyone for attending and invited all to stay and enjoy the	

Adjournment	refreshments. **There being no further business, it was moved by <u>Paul Lorenz</u> that the meeting be adjourned at 8:18 pm.**	***CARRIED***

These minutes were received by the Board.

SIGNED:

Chair – Bob Trentadue

Corporate Secretary – Mary Lowdon

Date

Date