



**2023-24 Kerry's Place Residential Services**

**Annual General Meeting**

**June 25, 2024**

**Sheraton Parkway Toronto North Hotel & Suites, Richmond Hill, ON – Vaughan Ballroom**

**Welcome and Call to Order (Robert Hart)**

Robert Hart, Chair of the Kerry's Place Residential Services Board of Directors welcomed those in attendance and thanked everyone for attending the Annual General Meeting for the 2023-24 fiscal year.

In compliance with the By-law, Sue VanDeVelde-Coke, Kerry's Place President and CEO, confirmed that sufficient notice of this Annual General Meeting was posted in the Welcome Home newsletter released the middle of April along with an email notice the week of May 22nd and again the week of June 5th, 2024.

As sufficient notice of the Annual General Meeting complied with the By-law, Robert Hart declared the 2024 Annual General Meeting to be duly constituted.

**Message from the KPRS Board Chair (Robert Hart)**

**Purchase and Sales of Properties**

The sale of 40 Clare which I mentioned last year would close in this fiscal period did close. There were no new purchases as Kerry's Place Autism Services (KPAS) did not request us to locate and buy another property. The board approved paying off any mortgage or item on our line of credit which had a small amount owing and to increase the amount of cash in short term GICs. Thus, Kerry's Place Residential Services (KPRS) finished this fiscal year in a stronger financial position. The board thanks Brian Evans our General Manager for sage advice. While the whole board met only twice, we did simplify the procedure for responding to future sign backs on offers to purchase and moved to electronic banking to avoid tracking down board members to sign deposit and closing cheques.

**Joint Housing Committee**

This committee met on five occasions and did agree on a Housing Strategy which was presented to the KPAS Board in late November. Thereafter the Committee moved to the implementation stage. There are four KPRS board members on the Committee not including Phil Dowd and me who sit on both boards. The 4 KPRS members are uniquely qualified with vast experience in land acquisition, financing and management, and land planning.

Last year, I reported that Kathy Kantel and Michele Freethy were added as KPRS members of the Joint Housing Committee. Their qualifications were discussed in my report. Ulrike Gross is the latest KPRS board member to join the Joint Housing committee.



The number of directors was increased by one at the June 2023 AGM. Ulrike was appointed to the board at a July board meeting to fill the newly created vacancy.

Ulrike is Assistant Vice-President Facilities and Asset Management at Wilfrid Laurier University. She oversees all areas of responsibility related to the management of the university's property portfolio comprised of more than 4 million square feet at two campuses and several satellite locations. Her responsibilities include facility operations, capital projects, campus planning, parking, real estate and the sustainability office. She is a Professional Engineer of Ontario with more than 30 years of experience in the private and public sector covering most property types.

#### Ontario Not for Profit Corporations Act (ONCA)

The members of KPAS approved a new operating By-Law last June, but shortly thereafter its lawyer advised that new amendments were being brought in by the legislature. KPRS chose not move to amend its operating By-law until KPAS considered the amendments to the Act.

The board studied and considered the various options permitted by ONCA and after discussion agreed to have a minimum number of five (5) and a maximum number of nine (9) directors and that the only members of KPRS shall be its current directors and their successors.

Presently its membership is restricted to members of KPAS which changed its definition at its last AGM. This had the unintended consequence that the KPAS board members could vote at the 2024 KPRS AGM while the KPRS board members could not. KPMG (KPAS' auditor) raised a number of issues regarding the close relationship between KPAS and KPRS. It is vital for KPRS to be in an arm's length relationship and the above amendment to the KPRS operating by-law is the first step which KPRS will take to achieve that goal.

#### Board Succession

I am stepping down as Chair at the first meeting following the AGM. The board has discussed who should take over and the consensus is that Phil Dowd will succeed me. The operating By-Law sets term limits and so the board will pay close attention to maintaining its existing skill sets and to determine whether the size of the board must be increased due to changing circumstances should the Board believe it needs additional skill sets. It will be much less cumbersome to do so with a closed membership.

#### Closing Remarks

KPRS is only as strong as its volunteer board. Its members must be able to react quickly when considering a purchase. Furthermore, we have to scrutinize each request from KPAS as would a prudent banker. Brian Evans our General Manager, who is a former-banker, first reviews the proposed KPAS budget to make certain it is feasible and to satisfy himself that KPAS can afford to pay the rent that KPRS requires to carry the property. This is another reason why KPRS has to remain at arm's length.



I thank all board members for their dedication. Without their steady advice and willingness to take on tasks on short notice, KPRS would not be the successful company it is.

All the board members who serve on the Joint Housing Committee have provided professional insight at meetings and have undertaken tasks on behalf of the committee. Denise Evans who is not a member of the Committee offers her expertise to the KPRS board. She met with an Alberta company which assists not for profit organizations in developing housing. This company has offered to share its expertise with the Committee.

KPAS performs many contractual duties for KPRS without which Brian Evans could not be as effective as he is. I interact regularly in my KPRS role with Cheryl Boston and individuals in the finance department. I am grateful for their support.

#### **Introduction of Board Members (Robert Hart)**

Bob Hart introduced the members of the Kerry's Place Residential Services Board of Directors in attendance at the Annual General Meeting.

Robert Hart  
Denise Evans  
Kate Carcone  
Kathy Kantel  
Michele Freethy  
Howard Weinroth  
Phil Dowd  
Ulrike Gross

Bob extended his appreciation to the members of the Board and acknowledged the support and contributions from Brian Evans, KPRS General Manager.

#### **2022-2023 AGM Minute Approval**

The first order of business was to approve the minutes of the 2022-2023 AGM. The minutes of the June 28, 2023 Annual General Meeting were posted online and available to all members.

**Motion: To approve the minutes of the KPRS Annual General Meeting dated June 28, 2023.**

**Moved by: Phil Dowd**

**Seconded by: Howard Weinroth**

**Carried**

#### **Election to the Board of Directors (Robert Hart)**

The number of directors was increased by one at the June 2023 AGM. Ulrike Gross was appointed to the board at a July board meeting to fill the newly created vacancy.



Ulrike Gross: Currently the Assistant Vice-President Facilities and Asset Management at Wilfrid Laurier University. She oversees all areas of responsibility related to the management of the university's property portfolio comprised of more than 4 million square feet at two campuses and several satellite locations. Her responsibilities include facility operations, capital projects, campus planning, parking, real estate and the sustainability office. She is a Professional Engineer of Ontario with more than 30 years of experience in the private and public sector covering most property types.

**Motion: To elect Ulrike Gross for a three-year term to the KPRS Board of Directors.**

**Moved by: Robert Hart**

**Seconded by: Lise Lareau**

**Carried**

There is currently one Director up for re-election, and that is Howard Weinroth.

**Motion: To re-elect Howard Weinroth for a one-year term to the KPRS Board of Directors.**

**Moved by: Robert Hart**

**Seconded by: Phil Dowd**

**Carried**

#### **2023-2024 Financial Statements and Auditors Report (Brian Evans)**

Robert Hart introduced Brian Evans, KPRS General Manager to present the Financial Statements and Auditor's Report.

The Financial Statements for Kerry's Place Residential Services for the year ended March 31, 2024 were audited by the firm of Bateman, Graham & Fitzpatrick Chartered Accountants. There were no significant changes in accounting principles or policies during the year and I am pleased to report that KPRS received an unqualified opinion.

KPRS' financial position strengthened over the past 12 months. KPRS has been working closely with Kerry's Place Autism Services to develop their housing strategy. Consequently, property acquisitions were paused for the year.

KPRS took the opportunity to reduce our debt in preparation for major future acquisitions and/or construction projects.

- Six maturing residential mortgages totaling \$766,000 were repaid:
- In addition, term loans were reduced by over \$200,000,
- KPAS requested to end a lease in Tweed and relocated the residents to a larger home in Belleville. The house was hard for KPAS to staff and service and required a significant amount of repair. The house sale provided net proceeds of \$276,000; and
- The high interest environment afforded KPRS the opportunity to invest its excess cash at attractive GIC rates with our Bank during the year, generating \$45,000 in interest earnings.

Consequently, KPRS' cash position at year end totaled \$1.8 million.



The rapid rise in interest rates had the effect of raising the weighted average cost of capital to 4.50% from 3.69% in 2022. KPRS keeps a close eye on interest rates forecasts and the impacts it will have on our future debt. The most recent announcement by the Bank of Canada of a 25-basis point reduction is a positive development. Most of our outstanding debt does not mature until 2025/2026 providing some additional time for further rate cuts before we refinance.

KPRS has a portfolio of 25 houses. The Royal Bank continues to support KPRS with financing. In 2016 KPRS pledged 13 houses as collateral for debt of \$11 million and has since acquired 7 houses. KPRS has approximately \$5.5 million in existing borrowing capacity and 12 additional properties that can be pledged for additional loans. The credit lines are committed until December 2025 when KPRS will once again have to negotiate renewed facilities with the Royal Bank.

KPRS will be paying close attention to its financial position in 2024/2025 to ensure it can negotiate with lenders from a position of strength, adhere to its 60% Maximum Loan to Portfolio Value policy and continue to support Kerry's Place Autism Services in buying or building housing for an expanded client base.

**Motion: To approve the Kerry's Place Residential Services Audited Financial Statements, for the year ended March 31, 2024.**

**Moved by: Robert Hart**

**Seconded by: Phil Dowd**

**Carried**

**Appointment of Auditor for 2024-2025 (Robert Hart)**

**Motion: To appoint the accounting firm of Bateman, Graham & Fitzpatrick Chartered Accountants as our Auditors for the year ending March 31, 2025.**

**Moved by: Robert Hart**

**Seconded by: Kate Carcone**

**Carried**

**Motion to approve Amendment of Bylaws and Articles for ONCA (Robert Hart)**

The amended KPRS Corporate By-Laws in accordance with the Ontario Not-for profit Corporations Act received unanimous approval by the members of the KPRS Board and are now presented to the members for approval.

Approval of the amendments to the By-laws of the Corporation:

**BE IT RESOLVED, as a special resolution, that:**

**KPRS By-laws, relating to the transaction of the activities and affairs of the Corporation, as enacted by the directors of the Corporation and in the form presented to the members, is hereby confirmed as the by-law of the Corporation to be effective upon the issuance of a Certificate of Articles of amendment by the Government of Ontario.**



**Moved by: Robert Hart**  
**Seconded by: Kate Carcone**  
**Carried**

Approval of the amendments to the Articles of the Corporation:

**BE IT RESOLVED, as a special resolution, that:**

**The Articles of the Corporation be amended as follows:**

- A. To provide for a minimum of 5 directors and a maximum of 9 directors; and**
- B. To delete in its entirety paragraph 2 of the Letters patent dated February 2, 1997 relating to the location of the head office and replace it with the following: The registered office of the Corporation shall be in Newmarket, Ontario.”**

**Moved by: Robert Hart**  
**Seconded by: Lise Lareau**  
**Carried**

**Approval of Past Actions of the Board (Robert Hart)**

**Motion: That all resolutions, contracts, acts and proceedings of the Board of Directors, passed, made or taken since the last annual general meeting of members as set out or referred to in the minutes of meetings in the Minute Book or in the financial statements are hereby approved, ratified and confirmed.**

**Moved by: Kate Carcone**  
**Seconded by: Phil Dowd**  
**Carried**

**Other Business (Robert Hart)**

The floor was opened for members to raise additional business.

No other business was raised.

**Meeting Adjourned (Robert Hart)**

With no other business arising, Robert Hart thanked the members for their attendance and officially declared the 2023-2024 KPRS Annual General Meeting officially closed.

**Motion: To adjourn the 2023-2024 Kerry's Place Residential Services Annual General Meeting.**

**Moved by: Robert Hart**  
**Seconded by: Phil Dowd**  
**Carried**