



Mainstreet Credit Union Minutes of the 6th Annual General Meeting

The 6th Annual General Meeting of Mainstreet Credit Union Limited was held via zoom webcast on Tuesday, April 21, 2020 at 7:00 p.m. under the chairmanship of Mr. Darrin Canniff. Mr. Canniff welcomed members and guests in attendance and called the Business Session to order.

Mr. Canniff reviewed with the membership a few items related to the conduct and functionality of the meeting. He noted that the supporting documentation such as agenda, annual report, full financials and minutes from the previous meeting were provided in the meeting's invitation link.

Mr. Canniff welcomed invited guests from other Credit Unions, regulators, and other affiliates.

Report on Registration and Establishment of a Quorum

Board Chair Darrin Canniff announced that according to section 7.07 of the By-laws of Mainstreet Credit Union Limited, there must be at least 30 members present at an annual meeting to constitute a quorum. There were 48 registered voting members present and therefore it was declared that the Business Meeting may proceed.

Adoption of the Agenda

Mr. Canniff moved for a motion to adopt the agenda as presented.

Seconded by Paul Harris. All in favour; none opposed. Carried.

Adoption of Minutes of Previous Annual Meeting

Mr. Canniff noted that there was no business arising from the minutes. He moved for a motion to adopt the minutes of the 5th Annual General Meeting as presented.

Seconded by Tomo Matesic. All in favour; none opposed. Carried.

Election Results

April Williams, Vice President, Human Resources and Governance presented the results of the Director elections.

Nominations were open from December 20, 2019 to February 17, 2020. There were 3 vacancies on the Board being filled for a 3-year term. We had 4 nominees for the 3 open positions.

The voting took place from March 27th to April 13th and was conducted through online banking, the mobile app and in-branch voting.

195 votes were cast with the following number of votes in favour of electing each of the following nominees:

- Jan Anderson received 178 votes
- Tomo Matesic received 148 votes
- Tyler Damen received 137 votes
- Wayne Passmore received 122 votes

Ms. Williams asked for a motion to approve the appointment of Jan Anderson, Tomo Matesic, and Tyler Damen as Directors for 3-year terms.

Moved Jen Denys seconded by Sam Hill. All in favour; none opposed. Carried.

Director Recognition

Mr. Canniff took the time to recognize two gentlemen on behalf of Mainstreet. Mr. Shaun Larocque, and Mr. Wayne Passmore.

Shaun Larocque originally joined the board of Polysar Lambton Credit Union Limited in 1999, which later became Lambton Financial Credit Union Limited. Shaun was on the board, through the merger with Mainstreet and played an integral role in ensuring the success of the board and Credit Union through the merger. Shaun was a dedicated Director and held positions such as Board Chair, Vice Chair and Audit Committee Chair. He also attained his designation as an Accredited Director. Shaun passed away in July of 2019 while still continuing to serve the membership through his position on the board. Shaun will be greatly missed.

Wayne Passmore is a long-standing supporter of the Credit Union and has been a member for over 25 years. He joined the Mainstreet board in 2018 and has served the membership diligently as a member of the Governance & Human Resources Committee. Wayne has been a promoter of growth and has encouraged a focus on change by challenging the status quo. We would like to thank Wayne for his efforts over the past couple of years.

Financial Review

Sandy Ferguson, SVP Finance, presented a review of the Credit Union's financials. It was noted that 2019 was a year of strong performance. Overall results and balance sheet strength show the robustness of the business under low interest rate and competitive market conditions

No questions were raised.

Report of the Audit and Risk Committee

Patrick O'Malley, Chair of the Audit & Risk Committee highlighted that the report of the Audit and Risk Committee is included in the Annual Report which is located on our website. Links were sent out in the AGM meeting invite.

There were no questions.

A motion was called to accept the Report of the Audit and Risk Committee. Moved by Pat O'Malley and seconded by Steve Kay. All in favour; none opposed. Carried.

Report of the Auditors

Representing Baker Tilly CK, LLP, Laura Poland presented the Report of the Auditor which is included in the Annual Report.

Ms. Poland stated that full financial reports are on the website with links sent out in tonight's meeting invite. It was stated that it is under the opinion of Baker Tilly that the Credit Union is all in accordance with Financial Reporting Standards.

Ms. Poland thanked the Board and Management for the opportunity to be the Credit Union's auditors and thanked the Finance Team, Human Resources and Credit Department for all of their hard work through the audit.

The floor was opened for questions specific to the audit. There were no questions raised.

A motion was called to accept the Report of the External Auditor. Moved by Pat O'Malley seconded by Tomo Matesic. All in favour; none opposed. Carried.

A motion was called to accept the 2019 Financial Statements. Moved by Pat O'Malley seconded by Paul Harris. All in favour; none opposed. Carried.

Appointment of the Auditor

Mr. O'Malley noted that while the external audit function is set for a Request for Proposal, it is currently on hold with the current COVID epidemic. The Request is anticipated to be completed later this year. At that time we will review the function and make recommendations.

No questions were raised.

A motion was called to appoint Baker Tilly, CK, LLP, Chatham ON, as the External Auditor for the 2020 fiscal year. Moved by Pat O'Malley seconded by Jen Denys. All in favour; none opposed. Carried.

Report of the President & CEO

Janet Grantham, President and CEO presented her Report in which she thanked the Board and staff for their hard work and support. Staff are working closely with our personal and business members to assist them through this COVID crisis as best we can.

The floor was opened for questions, and the following question was raised:

██████████ asked for comments on the efficiency ratio from the financial presentation. By his calculations it appears to be 71.67%. Management responded it ended the year at 88%, likely the difference was the inclusion of bad debt expense in the calculation. Management noted that it has improved and is at the lowest ratio we have had in the last 5 years.

No other questions were raised.

Final Questions

Mr. Canniff inquired if there were any final questions, and none were raised.

Closure

Mr. Canniff expressed his thanks to the credit union staff for all of their hard work and dedication this year. Mr. Canniff thanked the membership for attending tonight.

A motion was called to close the 6th Annual General Meeting. Moved by Darrin Canniff and seconded by Sam Hill to close the meeting at 7:33 pm. All in favour; none opposed. Carried.