

To: COUNCIL

Meeting Date: 5/13/2025

Subject: Appointment of Auditor and Board of Directors for GrandBridge Corporation

Submitted By: Danielle Manton, City Clerk

Prepared By: Jennifer Shaw, Deputy City Clerk / Manager of Council & Election Services

Report No.: 25-028-CRS

File No.: C11

Wards Affected: All Wards

RECOMMENDATION(S):

THAT Report 25-028-CRS Appointment of Auditor and Board of Directors for GrandBridge Corporation be received;

AND THAT the Corporation of the City of Cambridge, as the majority Shareholder, approve the appointment of KPMG as the Auditors for GrandBridge Corporation for the fiscal year 2025;

AND FURTHER THAT the Corporation of the City of Cambridge, as the majority Shareholder, approve the following slate of Board of Directors for GrandBridge Corporation, effective May 1, 2025:

Craig Mann

Peter Ferraro

Gerry Remers

Scott Saint

Terry Smith

Sandra Vos

Lynn Woeller

EXECUTIVE SUMMARY:

Purpose

The purpose of this report is to seek Council's approval for the appointment of auditors and the slate of Board of Directors for 2025 as recommended by GrandBridge Corporation Board of Directors, because the City of Cambridge is a major shareholder of GrandBridge Energy.

This report is presented to Council each year and forms part of the submission to GrandBridge at the Annual General Meeting. The Annual General Meeting for GrandBridge is scheduled for Thursday, May 22nd, 2025.

Key Findings

The audit firm of KPMG is being recommended for appointment by GrandBridge Corporation Board of Directors for the fiscal year 2025 along with the slate of Board of Directors noted in the recommendation of this report.

Financial Implications

There are no financial impacts to the City of Cambridge 2025 budget associated with either the appointment of KPMG or the slate of Board of Directors for GrandBridge Corporation.

STRATEGIC ALIGNMENT:

☐ Strategic Action

Objective(s): Choose an Objective

Strategic Action: Choose a Strategic Action

OR

☒ Core Service

Program: Council Services

Core Service: Council Support

BACKGROUND:

As a major shareholder owning 54.3% interest in GrandBridge Corporation, the City of Cambridge, through its Council, is required to approve the appointment of auditors on an annual basis.

In accordance with Article 3(d) of the Unanimous Shareholders Agreement, the initial three (3) year term of the Board of Directors ended on May 2, 2025. As such, the slate of seven (7) directors put forward for approval in the recommendation of this report were nominated by the GrandBridge Corporation Board of Directors and also require approval by each shareholder.

The shareholders for GrandBridge are the City of Cambridge (majority shareholder at 54.3%), the City of Brantford (41%) and the Township of North Dumfries (4.7%). Included as Attachment 1 to this report is correspondence from GrandBridge, dated March 31, 2025, requesting that Cambridge Council, in their role as shareholder approve the appointment of auditors for the fiscal year 2025 and the slate of Board of Directors.

In accordance with Article 3.2(d) of the Unanimous Shareholders Agreement, the following individuals also serve on the Board of GrandBridge Corporation as the Mayor or Mayor's Alternates:

Mayor of Cambridge, Jan Liggett
Mayor's Alternate, City of Brantford, Councillor Greg Martin
Mayor of North Dumfries, Susan Foxton

ANALYSIS:

The Board of Directors, consistent with their fiduciary responsibilities, have made a recommendation to the shareholders (Cities of Cambridge and Brantford and the Township of North Dumfries) with respect to the appointment of auditors and the slate of Board of Directors for the year 2025. City staff have a very good working relationship with the President and CEO, the Board of Directors and the Auditors for GrandBridge. Staff do not have any concerns with respect to the recommendations of the Board of Directors to appoint KPMG as the auditors for the fiscal year 2025 or with the slate of Board of Directors for GrandBridge Corporation.

EXISTING POLICY / BY-LAW(S):

There is no existing policy/by-law.

FINANCIAL IMPACT:

There is no financial impact to the City of Cambridge for the request for appointment of auditors for GrandBridge for 2025 or the with the slate of Board of Directors for GrandBridge Corporation, effective May 1, 2025.

PUBLIC VALUE:

Collaboration:

As a shareholder, the City of Cambridge is providing public value by supporting the work of GrandBridge Corporation in its fiduciary responsibilities to ensure a return to the shareholder.

ADVISORY COMMITTEE INPUT:

Not Applicable.

PUBLIC INPUT:

Posted publicly as part of the report process.

INTERNAL / EXTERNAL CONSULTATION:

There was no internal/external consultation undertaken.

CONCLUSION:

Staff is recommending that Cambridge City Council, as the majority shareholder, approve both the appointment of KPMG as the Auditors for GrandBridge Corporation for the fiscal year 2025 and the slate of Board of Directors for GrandBridge Corporation as recommended by the Board of Directors.

REPORT IMPACTS:

Agreement: No

By-law: No

Budget Amendment: No

Policy: No

APPROVALS:

This report has gone through the appropriate workflow and has been reviewed and or approved by the following as required:

Director

Deputy City Manager

Chief Financial Officer

City Solicitor

City Manager

ATTACHMENTS:

1. 25-028-CRS Correspondence from GrandBridge Corporation, dated March 31, 2025