

WINDSOR UTILITIES COMMISSION
AUDIT AND FINANCE COMMITTEE
PUBLIC MEETING MINUTES FOR THE PUBLIC MEETING HELD
WEDNESDAY, APRIL 5, 2023

A public meeting of the Windsor Utilities Commission Audit & Finance Committee was held on Wednesday, April 5, 2023 via Zoom Conference call due.

ATTENDANCE:

Commissioners: Egidio Sovran (Chair), Doug Lawson, Jim Morrison

EWU Management: President & CEO G. Rossi; VP Business Development Kris Taylor; VP Corporate Services & CFO M. Carlini; VP Water Operations R. Spagnuolo; VP Hydro Operations J. Brown; VP Customer Care & Corporate Operations P. Gleason; Director of Procurement and Supply Chain Renee McIntyre; Director People, Safety and Culture Michelle Bonnici; Director Finance G. Boose; Controller B. Pougnet; Project Manager Business Development N. Anderson; Governance and Records Coordinator A. Pelaccia; Coordinator Corporate Initiatives M. Underwood

Guests: Onorio Colucci, City of Windsor
Tony Ardovini, City of Windsor
Cynthia Swift, KPMG

Regrets: None

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the public meeting to order at 1:03p.m.

CONSENT AGENDA

Moved and seconded

THAT the following Consent Agenda item BE APPROVED as recommended.

3.1 THAT the WUC Audit & Finance Committee Meeting Minutes of February 1, 2023 be approved.

-CARRIED

COMMUNICATION AGENDA

Moved and seconded

THAT the following Communication Agenda items BE RECEIVED as recommended.

- 4.1 WUC Initiatives Tracking (*Complete*)
- 4.2 WUC Audit & Finance Committee Annual Work Plan
- 4.3 ENWIN Group and WUC 2023 Meeting Schedule

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 WUC 2022 DEVELOPMENT CHARGE FUNDS REQUEST

Moved and seconded

THAT the WUC 2022 Financial Review BE RECEIVED for information;

AND THAT the WUC 2022 Financial Review BE RECOMMENDED to the Windsor Utilities Commission Board of Commissioners FOR APPROVAL.

-CARRIED

5.2 WUC AUDIT FINDINGS

The auditor provided high level remarks to report 5.2 WUC Audit Findings. There have been no changes to the audit plan. The auditor adopted the newest Canadian audit standard that includes more documentation around risks, processes, and integrates IT more than in the past.

Moved and seconded

THAT the WUC Audit Findings report BE RECEIVED for information;

AND THAT the WUC Audit Findings report BE RECOMMENDED to the Windsor Utilities Commission Board of Commissioners for RECEIPT.

-CARRIED

5.3 WUC 2022 AUDITED FINANCIAL STATEMENTS

The VP Corporate Services and CFO provided an overview of report 5.3, WUC 2022 Audited Financial Statements. He indicated that the Company had a very successful year.

A Committee Member inquired about variances between numbers in item 19.B, related to party transactions (key management compensation) from 2022 to 2023. The VP Corporate Services and CFO responded that it was due to the timing of last payment cycles.

At 1:17p.m., the Commissioners and the auditor were placed in a separate Zoom room.

At 1:20p.m., the Commissioners returned to the Audit and Finance Committee meeting with management. The auditor left the meeting.

Management noted that there were no issues with the auditor.

THAT the WUC 2022 Audited Financial Statements BE RECEIVED for information;

AND THAT the WUC 2022 Audited Financial Statements BE RECOMMENDED to the Windsor Utilities Commission Board of Commissioners for APPROVAL.

-CARRIED

IN CAMERA SESSION

Moved and seconded

THAT the Committee be directed to move in camera for the purpose of consideration of the following items of business pursuant to section 239(2) of the *Municipal Act*:

WUC Audit & Finance Committee In Camera Meeting Minutes of February 1, 2023

s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.

-CARRIED

The In Camera session commenced at 1:21PM.

RESUME PUBLIC MEETING SESSION

Moved and seconded

THAT the Committee move TO RESUME the public meeting session.

-CARRIED

The Public Committee meeting reconvened at 1:22 p.m.

TRANSMISSION OF RECOMMENDATIONS

Moved and seconded

THAT the recommendations discussed in camera BE BROUGHT FORWARD for consideration.

-CARRIED

Moved and seconded

6.1 WUC Audit & Finance Committee In Camera Meeting Minutes of February 1, 2023

s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.

THAT the WUC A&F in camera meeting minutes of February 1, 2023 BE APPROVED as recommended.

-CARRIED

OTHER BUSINESS

A Commissioner discussed the importance of having quorum at the WUC A&F meetings and proposed that the Committee membership be increased by one additional Commissioner to ensure quorum is achieved.

Management reviewed the WUC Procedural By-Law with the Committee and indicated that Committees membership is typically appointed during the Annual General Meeting that took place in February. However, section 5 indicates that a Commissioner may be appointed to a Committee at any time by the Board, and requested that a motion be tabled based on the Committee's direction.

The following motion was proposed:

THAT an increase in membership to 5 Commissioners on the Audit & Finance Committee BE RECCOMENDED to the Windsor Utilities Commission Board of Commissioners for APPROVAL;

AND THAT the Windsor Utilities Commission Board of Commissioners NOMINATE and APPOINT an additional Audit & Finance Committee member at the April 26, 2023 meeting.

-CARRIED

TERMINATION

Moved and seconded.
THAT the meeting BE TERMINATED.

-CARRIED

The meeting terminated at 1:29pm

Recording Secretary

Committee Chair