

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, JUNE 22, 2022**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, June 22, 2022, at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE

Commissioners: Drew Dilkens, Doug Lawson, Julian Hawkins, Jim Morrison, Mario Sonogo, Jeewen Gill, Egidio Sovran, Kieran McKenzie

Management: President & CEO H. Reidel; VP Business Development Kris Taylor; VP Corporate Services & CFO M. Carlini; VP Water Operations G. Rossi; VP Hydro Operations J. Brown; VP Customer Care & Corporate Operations, P. Gleason; Manager Corporate Communications & Public Relations C. Beliciu, Coordinator of Corporate Initiatives, N. Anderson; Director of Regulatory Affairs and Corporate Secretary, C. Bebbington; Director of Information Technology M. Vinhaes; Director of Procurement and Supply Chain, Renee McIntyre; Director of Customer Service, R. Spagnuolo; Director Finance, G. Boose; Controller, B. Pougnet; Director of Human Resources, J. Damphouse; Director of Engineering (Water), C. Manzon; Manager of Water Operations, D. Mustac; Governance and Records Coordinator, A. Pelaccia.

Guests: Tony Ardovini, City of Windsor

Regrets: None

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair, noting quorum, called the meeting to order at 11:11 a.m.

No conflicts of interest were declared.

CONSENT AGENDA

Moved and seconded

That the following Consent Agenda items be approved as recommended:

3.1 Windsor Utilities Commission Board Public Meeting Minutes of
April 27, 2022

-CARRIED

COMMUNICATION AGENDA

The Chair of the WUC Audit and Finance Committee provided a summary of the meeting from June 8, 2022.

A Commissioner inquired about the development of a Risk Management Committee. To the satisfaction of the Commission, the President & CEO suggested that a joint Committee will be struck with representation from all Boards for review of all enterprise risk management reporting.

The President & CEO reviewed item 4.3, June 2022 ENWIN President & CEO Report. A theft of water situation was reviewed, as well as a situation involving the fraudulent use of ENWIN service bills by a member of the public. Management continues to work on these situations and will continue to provide updates to the Commission.

The VP of Corporate Services & CFO reviewed item 4.5, Enterprise Risk Management, and noted that Management will be reviewing the feasibility of an external auditor or assessor of cyber risks on a regular basis. Details will be brought back to the Commission at a later time.

The VP of Water Operations reviewed item 4.9, Water Operations. He highlighted the Hanna water tower is at end of life and expected to be decommissioned in 2024. The paint on the structure continues to deteriorate, however estimates for painting currently cost \$1.5 - 2.5 million, which will not be the best investment for ratepayers. An external expert will be consulted to review options for power washing or cleaning the structure in advance of the decommission date, in order to mitigate community appearance concerns. It was noted that a 2013 study indicated that no lead content was present in the paint of the structure to cause any concerns.

A debrief of a water event impacting South Windsor was shared with the Commission. It was noted that an isolated event caused a valve failure, creating a pressure differential in the pipes, loosening sediment in the lines. The issue was corrected by water staff within 5 minutes of the issue occurring. Residents in the area were asked to flush their lines. There was no major concern for safety. The President & CEO noted that as this incident happened on a Saturday morning, it had been very difficult to reach community media partners to issue a news release. The Communications team was unable reach any media, except for a local radio station that chose not to cover the story. Customer service staff were brought in to manage increased call volumes, however some customers reported dropped calls, possibly due to volume. A Corrective and Preventative Action Report (CPAR) was opened, where the water staff will perform a full review of the incident, including communications to the public, to understand the root cause and ensure that this

does not occur again. A Commissioner requested that information be placed on the ENWIN website in the future for direct communication with ratepayers in the instance of a water event. Management thanked the Commissioner and confirmed that this will be reviewed in the CPAR process.

A Commissioner inquired if new investment in the community will have any water consumption impacts. Management confirmed that these investments could possibly see this investor in the top five customers based on speculated water volume use, and there is no anticipated issue with supply of this volume.

A Commissioner inquired about item 4.18, Diversity and Inclusion – Recruitment and Selection, and if it went to the WUC Governance Committee for review prior to the Commission. Management confirmed that the Governance Committee did not meet in May, and it was scheduled to be included in that meeting. The Commissioner requested that the WUC Governance Committee review it at the next general meeting and that this item be deferred.

Moved and seconded

That the following In Camera Communication Agenda items be received as recommended:

- 4.1 Report of the Chair of the WUC Audit and Finance Committee
- 4.2 Draft WUC Audit and Finance Committee Meeting Minutes of June 8, 2022
- 4.3 June 2022 ENWIN President & CEO Report
- 4.4 WUC Financial and Corporate Compliance for Quarter Ending Q1, 2022
- 4.5 Enterprise Risk Management
- 4.6 WUC Q1 2022 Financial Review
- 4.7 WUC Sinking Fund Update
- 4.8 WUC Short-Term Investment
- 4.9 Water Operations
- 4.10 Old Treatment Plant (OTP) Decommissioning Progress Report
- 4.11 Contract Approval Summary – Water
- 4.12 Contract Award: Watermain Reconstruction Project #2022-015
- 4.13 Contract Award: RFT 2022-022 Low Lift and High Lift Pump
Refurbishments
- 4.14 RFP - Hydro Engineering Design Services Roster Agreement
- 4.15 RFP - Professional Engineering and Consulting Services – Roster
Agreement

- 4.16 Customer Care & Corporate Operations
- 4.17 Mobile Radio Services – Procurement Update
- 4.19 Strategic Plan Implementation – June 2022 Update
- 4.20 WUC Board of Commissioners Annual Work Plan
- 4.21 WUC Initiatives Tracking
- 4.22 ENWIN Corporate Entities and WUC 2022 Meeting Dates

-CARRIED

EXECUTIVE REPORTS

5.1 MUNICIPAL ELECTION – DELEGATION OF AUTHORITY

The Corporate Secretary reviewed the report and noted that due to the upcoming election, in an abundance of caution, approval of this proposed delegation would provide the CEO the ability to make key decisions in limited circumstances of emergency. The CEO would still require approval in principle and a formal approval would be required once the Commission is formed again.

Moved and seconded

THAT, on a temporary basis starting on October 25, 2022 and ending on the day the City of Windsor’s Striking Committee appoints Commissioners to the Windsor Utilities Commission Board for the 2023 to 2027 term (“Appointment Day”), the President & CEO of the ENWIN Group BE DELEGATED the authority to commence or settle any and all legal action, purchase and sell property, authorize capital project transfers and variances, and authorize expenditures and contractual obligations over and above the limits set out in the Delegation of Authority Policy and Purchasing Policy, which authority can only be exercised if:

- The Board is unable to act due to the municipal election;
- The President & CEO truly and reasonably believes that the ENWIN Group and/or Windsor Utilities Commission will suffer substantial prejudice, harm, or damage, financial or otherwise, if this authority is not exercised before Appointment Day;
- The President & CEO obtains prior approval in principle from the majority of the Board Commissioners willing and/or able to act at the time, and commits to reporting their exercise of authority to the Board at the first regular meeting after Appointment Day; and
- The President & CEO complies with all applicable laws, regulations

-CARRIED

IN CAMERA SESSION

Moved and seconded

Pursuant to the Municipal Act section 239(2) that the Commission be directed to move in camera for the purpose of consideration of the following items of business:

6.1 Windsor Utilities Commission In Camera Meeting Minutes of April 27, 2022
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.

6.2 Draft WUC Audit and Finance Committee In Camera Meeting Minutes of June 8, 2022
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.

6.3 Water Division Collective Agreement Upcoming Negotiations
s. 239(2)(d) labour relations or employee negotiations.

6.4 Disposal of Substation Property at 445 McDougall*
s. 239(2)(c) a proposed or pending acquisition or disposition of land by the municipality or local board.

6.5 Cyber Security Update*
s. 239(2)(i) the security of the property of the municipality or local board.

6.6 Contract 2022-043 – Security Services*
2. 239(2)(i) scientific, technical, commercial, financial or labour relations information, supplied in confidence to the board, which if disclosed could reasonably be expected to prejudice significantly the competitive position of a person or organization.

6.7 Personnel Matter*
s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employees.

-CARRIED

The In Camera session commenced at 11:53 a.m.

The In Camera session concluded at 12:10 p.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded

That the Commission move to resume the public meeting session.

-CARRIED

TRANSMISSION OF RECOMMENDATIONS

Moved and seconded
That the recommendations discussed in camera be brought forward for consideration.

-CARRIED

Moved and seconded
That the Windsor Utilities Commission In Camera Meeting Minutes of April 27, 2022 be approved.

-CARRIED

Moved and seconded
That the Windsor Utilities Commission Draft Audit & Finance Committee In Camera Meeting Minutes of June 8, 2022 be received.

-CARRIED

Moved and seconded
That the Water Division Collective Agreement Upcoming Negotiations be received.

-CARRIED

Moved and seconded
That the Disposal of Substation Property at 445 McDougall be received.

-CARRIED

Moved and seconded
That the Cyber Security – Update report be received.

-CARRIED

Moved and seconded
That the Contract 2022-043 – Security Services report be received.

-CARRIED

Moved and seconded
That the Personnel Matter report be received for information, and approved as recommended.

-CARRIED

OTHER BUSINESS

None noted.

MEETING TERMINATION

Moved and seconded

That the meeting be terminated.

-CARRIED

Meeting terminated at 12:10 p.m.

Recording Secretary

Board Chair