

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, NOVEMBER 16, 2022**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, November 16, 2022, at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE

Commissioners: Doug Lawson, Julian Hawkins, Jim Morrison, Mario Sonego, Jeewen Gill, Egidio Sovran [Chair], Kieran McKenzie

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

Guests: Tony Ardovini, City of Windsor

Regrets: Drew Dilkens

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair, noting quorum, called the meeting to order at 11:00 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 THAT the WUC Board Public Meeting Minutes of September 28, 2022 BE APPROVED

-CARRIED

COMMUNICATION AGENDA

The Chair of the WUC Governance Committee provided a verbal report for item 4.1. He noted that the Committee has proposed to add two new board members for the upcoming Board term, indicating that this would improve the equity, diversity and inclusion (EDI) of the board composition. The Board discussed the addition of new Commissioners and the importance of EDI, and a motion was moved. Management was asked to send out the resolution to all Commissioners and provide the resolution to the City of Windsor by the end of Friday November 18th, 2022, for consideration by the City Striking Committee.

Moved and seconded

THAT in order to add diversity to the Board and to retain the necessary skills and qualifications necessary, the WUC Board RECOMMENDS the City of Windsor Striking Committee consider appointing up to 10 members to the Windsor Utilities Commission, with fifty percent of membership comprised of community members;

AND THAT, the City of Windsor Striking Committee RECOMMEND a minimum of at least fifty percent of current Commissioners return to support continuity and a successful knowledge base for the Commission.

The President and CEO reviewed item 4.5, November 2022 ENWIN President & CEO Report, and added that the VP Customer Care & Corporate Operations was appointed to United Way Board of Directors.

In regards to item 4.10, Emerging Contaminants Monitoring Program – Update, a Commissioner mentioned that he met with the Conservation Authority and discussed opportunities to work with WUC. A Commissioner asked about plans to address current locates situation. The VP Corporate Services & CFO reviewed the proposed solution.

Moved and seconded

THAT the following Communication Agenda items BE RECEIVED as recommended:

- 4.2 Draft WUC Governance Committee Meeting Minutes of October 17, 2022
- 4.3 Report of the Chair of the WUC Audit and Finance Committee (Verbal Report)
- 4.4 Draft WUC Audit and Finance Committee Meeting Minutes of November 2, 2022
- 4.5 November 2022 ENWIN President & CEO Report

- 4.6 WUC Financial and Corporate Compliance for Quarter Ending Q3, 2022
- 4.7 WUC Q3 2022 Financial Review
- 4.8 WUC Audit Planning Report - 2022
- 4.9 Water Operations
- 4.10 Emerging Contaminants Monitoring Program - Update
- 4.11 Fluoride Update
- 4.12 Customer Care & Corporate Operations
- 4.13 Strategic Plan Implementation – November 2022 Update
- 4.14 WUC Board of Commissioners Annual Work Plan
- 4.15 WUC Initiatives Tracking
- 4.16 ENWIN Corporate Entities and WUC 2022 Meeting Dates

-CARRIED

EXECUTIVE REPORTS

5.1 LAND ACKNOWLEDGEMENT

A Commissioner suggested that the Land Acknowledgement be said at the beginning of all Board meetings. A discussion ensued regarding the use of the Land Acknowledgement.

THAT the Land Acknowledgment report BE RECEIVED for information;

AND THAT the land acknowledgment identified in the Land WUC Board of Commissioners Public Session - Summary of Business Acknowledgment report BE ADOPTED AND READ at the beginning of all annual general meetings, Board meetings, Committee meetings and Board events as a reminder that we must all continue to strengthen the relationships and understanding between Indigenous and non-Indigenous peoples.

-CARRIED

5.2 ENVIRONMENTAL MANAGEMENT SYSTEM UPDATE

A Commissioner asked how the work will be integrated with best practices. The Executive VP responded that the intent of the update is to set procedures, inspections, create structure and ensure compliance with all regulations. Management agreed to review and compare with the City of Windsor's practices.

Moved and seconded

THAT the 2006 Environmental Policy, as updated in Appendix B, BE APPROVED.

-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 WUC Board of Commissioners Meeting In Camera Minutes of September 28, 2022

s. 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.

6.2 Draft WUC Governance Committee In Camera Meeting Minutes of November 2, 2022

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

6.3 WUC Dividend

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

6.4 Cybersecurity Update*

s. 239(2)(a) the security of the property of the municipality or local board.

6.5 Appointment of Officers*

s. 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.

6.6 Water Division Collective Agreement Upcoming Negotiations – Update
(Provided under Separate Cover)

s. 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 Executive Succession* (Provided Under Separate Cover)

s. 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.

-CARRIED

The In Camera session commenced at 11:59 a.m.

The In Camera session concluded at 12:21 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 September 28, 2022 be approved.

-CARRIED

Moved and seconded

That the Windsor Utilities Commission Draft WUC Dividend be received.

-CARRIED

Moved and seconded

That the Cybersecurity Update be received.

-CARRIED

Moved and seconded

That the Appointment of Officers be approved as recommended.

-CARRIED

Moved and seconded

THAT the Water Division Collective Agreement Upcoming Negotiations – Updated (Provided under separate cover) be approved as recommended.

-CARRIED

Moved and seconded

THAT the Executive Succession be approved as recommended.

-CARRIED

OTHER BUSINESS

None noted.

MEETING TERMINATION

Moved and seconded

That the meeting be terminated.

-CARRIED

Meeting terminated at 12:22 p.m.

Recording Secretary

Board Chair