

ENWIN UTILITIES LTD.
BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, APRIL 28, 2021

A public meeting of the ENWIN Utilities Ltd. Board of Directors was held on Wednesday, April 28, 2021 via Zoom Conference call; due to the COVID 19 pandemic, the ENWIN offices remain closed to the public.

ATTENDANCE:

Directors: Drew Dilkens (chair), Garnet Fenn, Leo Muzzatti, Andrea Orr, Abe Taqtaq, Jo-Anne Gignac, Gregory Ioanidis, George Wilkki.

Management: President & CEO H. Reidel, VP Business Development Kris Taylor, VP Water Operations G. Rossi, VP of Corporate Services and CFO M. Carlini, VP Hydro Operations J. Brown, VP Customer Care and Corporate Operations and Corporate Secretary P. Gleason, Director Human Resources J. Damphouse, Director of Finance G. Boose, Director of Corporate Operations and Innovation B. Leavitt, Director of Customer Service R. Spagnuolo, Controller H. Malcolm, Manager Water Operations G. Switzer, Director Water Operations D. Melnyk, Director Engineering (Water) C. Manzon, Manager Corporate Communications & Public Relations B. Pierce Marshall, Director Information Technology B. Rivest, Manager Regulatory Affairs J. Charles, Governance and Records Coordinator A. Pelaccia.

Guests: C. Swift, KPMG

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the meeting to order at 9:00 a.m.

No conflicts of interest were declared.

CONSENT AGENDA

Regarding item 3.2, a Board Member inquired about extensions of contracts for a prolonged period of time. Management confirmed that pricing remains very competitive and provided background history on the contract. The board was satisfied with Managements' response.

Moved and seconded

That the following Consent Agenda items be approved as recommended:

- 3.1 EWU Board Public Meeting Minutes for February 17, 2021 be approved.
- 3.2 That ENWIN Utilities Ltd. Management be authorized, as per section 143 of the Purchasing Policy, to amend its contract with Black and McDonald Limited and Tristar Electric Inc. with a two-year extension beginning August 2021 under the same terms and conditions, except for an hourly rate increase of 2.5% at the beginning of the extension period and which will cover both years of the extension.

-CARRIED

COMMUNICATION AGENDA

The President and CEO reviewed item 4.3, Q1-2021 Report of ENWIN Group President & CEO. It was noted that the new Director of Purchasing has started their position. The residential Hydro disconnection moratorium was noted to possibly continue until the end of the provincial Stay At Home Order. Communication is expected soon from the OEB regarding the duration of the extension.

A Board Member inquired about the uptake of virtual Town Hall meetings, noted in the report. The Town Hall was successful and management expressed their hope to continue in-person meetings in the future.

The President and CEO thanked the Communications team for the timely preparation of item 4.4 and 4.5, 2020 Annual Report Drafts.

A Board Member inquired about item 4.12, IFRS Exposure Draft – Regulatory Assets and Regulatory Liabilities. Management confirmed that they continue to work closely with KPMG to identify demands going forward.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 Draft EWU Governance Committee Meeting Minutes of March 31, 2021

- 4.2 Draft EWU Audit and Finance Committee Meeting Minutes of April 14, 2021
- 4.3 Q1-2021 Report of ENWIN Group President & CEO
- 4.4 2020 Annual Report Draft – Windsor Utilities Commission
- 4.5 2020 Annual Report Draft – Windsor Canada Utilities Ltd.
- 4.6 Regulatory Affairs Update
- 4.7 Annual Purchasing Compliance (Fiscal Year 2020)
- 4.8 2020 Annual Compliance Reports
- 4.9 Windsor Utilities Commission 2020 Financial Review
- 4.10 Windsor Utilities Commission (“WUC”) Audit Findings
- 4.11 Windsor Utilities Commission 2020 Audited Financial Statements
- 4.12 IFRS Exposure Draft – Regulatory Assets and Regulatory Liabilities
- 4.13 2020 Development Charge Funds Request
- 4.14 Hydro Operations Report
- 4.15 Water Operations Report
- 4.16 Fluoridation Update
- 4.17 Contract Approval Summary
- 4.18 VP Customer Care & Corporate Operations Report
- 4.19 Mobile Radio Services – Procurement Update
- 4.20 Communications & Public Relations
- 4.21 Strategic Plan Implementation – April 2021 Update
- 4.22 Site Consolidation Update
- 4.23 ENWIN Utilities Ltd. Board of Directors 2021 Agenda Work Plan
- 4.24 ENWIN Group and WUC 2021 Meeting Dates

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 OUTAGE MANAGEMENT SYSTEM

Moved and seconded

THAT the Outage Management System Report BE RECEIVED for information; and

THAT a limited RFP for Outage Management System Software and implementation services BE APPROVED as a means for procurement of such software and services; and

THAT ENWIN Management BE APPROVED to proceed with a contract for such software and services arising from the RFP, provided that such software and services are within the approved budget line of \$600,000.

- CARRIED

5.2 WHISTLEBLOWER POLICY REVIEW AND UPDATE

Moved and seconded

That the Board of Directors APPROVES the updates to the Whistleblower Policy which are attached at Appendix A to this report;

AND, THAT the Concerned Citizen/Concerned Employee Hotline, which references the Whistleblower Policy, continues to be placed on the ENWIN website such that it is freely accessible to all parties.

-CARRIED

5.3 PROFESSIONAL DEVELOPMENT AND TUITION REIMBURSEMENT POLICY

A Board Member inquired about a lifetime maximum of reimbursement per employee. Management identified that there is currently no set maximum, as there has been low historical uptake. The Board will be provided updates in the future if there are concerns with high individual employee usage.

Board Members and Management had a discussion regarding differences in re-payment provisions for termination of employees without cause. No changes were proposed as a result of the discussion.

Moved and seconded

THAT the Professional Development Tuition Reimbursement Policy - Update report be RECEIVED;

AND THAT based on the recommendations of the EWU Governance & Human Resources Committee, that the Board of Directors APPROVE the Professional Development Tuition Reimbursement Policy, which is attached at Appendix D.

-CARRIED

5.4 DIRECTOR EVALUATIONS AND DIRECTOR RECRUITMENT

Moved and seconded

THAT the Director Evaluations and Director Recruitment report BE RECEIVED;

AND, THAT the revised representative examples of the board and committee self-evaluation surveys attached at Appendices A through D are APPROVED, as recommended by the Governance & Human Resources Committee..

-CARRIED

5.5 DIVIDEND POLICY

Moved and seconded

That the Dividend Policy report be APPROVED.

-CARRIED

5.6 ENWIN UTILITIES LTD. 2020 REGULATORY BALANCES

Moved and seconded

That the ENWIN Utilities Ltd. 2020 Regulatory Balances be RECEIVED.

-CARRIED

5.7 ENWIN UTILITIES LTD. 2020 FINANCIAL REVIEW

Moved and seconded

That the ENWIN Utilities Ltd. 2020 Financial Review be RECEIVED.

-CARRIED

5.8 ENWIN UTILITIES LTD. ("EWU") AUDIT FINDINGS

Auditor C. Swift confirmed that a comprehensive review was completed. She confirmed that she had met privately with the Audit & Finance Committee, without Management, during the Committee's meeting to address any questions relating to the audit. No further questions were required by the Board.

Moved and seconded

That the EWU Audit Findings be RECEIVED.

-CARRIED

5.9 ENWIN UTILITIES LTD. 2020 AUDITED FINANCIAL STATEMENTS

Moved and seconded

That the ENWIN Utilities Ltd. 2020 Audited Financial Statements be APPROVED.

-CARRIED

IN CAMERA SESSION

Moved and seconded

That the Board move to an In Camera session.

-CARRIED

The In Camera session commenced at 9:26 a.m.

The In Camera session concluded at 10:03 a.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded

That the Board move to resume the public meeting session.

-CARRIED

OTHER BUSINESS

None noted.

TERMINATION

Moved and seconded

That the meeting be terminated.

-CARRIED

The meeting terminated at 10:03 a.m.

Recording Secretary

Board Chair