

WINDSOR CANADA UTILITIES LTD.

**BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES**

WEDNESDAY, APRIL 28, 2021

A public meeting of the Windsor Canada Utilities Ltd. Board of Directors was held on Wednesday, April 28, 2021 via Zoom conference call. Due to the COVID-19 pandemic, ENWIN's offices were closed to the public.

ATTENDANCE:

Directors: Drew Dilkens (Chair), Jo-Anne Gignac, Fred Francis, Jim Morrison, Kevin Laforet and Jerry Udell

Management: President & CEO Helga 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 and Corporate Operations and Corporate Secretary P. Gleason, Director Customer Service R. Spagnuolo, Director Corporate Operations and Innovation B. Leavitt, Director of Finance G. Boose, Director Human Resources J. Damphouse, Controller H. Malcolm, Controller B. Pougnet, Manager of Corporate Communication and Public Relations B. Pierce Marshall, Manager Regulatory Affairs J. Charles, Governance and Records Coordinator A. Pelaccia

Guests: Janice Guthrie, City of Windsor
Cynthia Swift, KPMG

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the meeting to order at 2:01 p.m.

Fred Francis declared his affiliation with the Multicultural Council of Windsor and Essex County (MCC) and Roseland Golf & Curling Club in relation to item 4.13 Communications & Public Relations. Since this was an informational report only, it did not create a conflict of interest. No other conflicts of interest were declared.

Due to a time constraint of Cynthia Swift from KPMG, the Corporate Secretary requested the agenda be re-ordered to deal with items 5.5 to 5.10 at the beginning of the meeting.

Moved and seconded

That the agenda be re-ordered to address items 5.5 to 5.10 as the first orders of business.

-CARRIED

ENWIN EXECUTIVE REPORTS

5.5 ENWIN ENERGY LTD. 2020 FINANCIAL REVIEW

Auditor C. Swift joined the meeting and 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. The Auditor then left the meeting.

Moved and Seconded

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

-CARRIED

5.6 WINDSOR CANADA UTILITIES LTD. 2020 FINANCIAL REVIEW

Moved and Seconded

That the Windsor Canada Utilities Ltd. 2020 Financial Review be RECEIVED.

-CARRIED

5.7 ENWIN ENERGY LTD (“EWE”) AUDIT FINDINGS

Moved and Seconded

That the EWE Audit Findings be RECEIVED.

-CARRIED

5.8 WINDSOR CANADA UTILITIES LTD. (“WCU”) AUDIT FINDINGS

Moved and Seconded

That the WCU Audit Findings be RECEIVED.

-CARRIED

5.9 ENWIN ENERGY LTD. 2020 AUDITED FINANCIAL STATEMENTS

Moved and Seconded

That the ENWIN Energy Ltd. 2020 Audited Financial Statements be RECEIVED.

-CARRIED

5.10 WINDSOR CANADA UTILITIES LTD. 2020 AUDITED FINANCIAL STATEMENTS

Moved and Seconded

That the Windsor Canada Utilities Ltd. 2020 Audited Financial Statements be APPROVED.

-CARRIED

CONSENT AGENDA

Moved and seconded

That the following Consent Agenda item be approved as recommended:

- 3.2 Windsor Canada Utilities Ltd. Board Public Meeting Minutes of February 17, 2021

-CARRIED

COMMUNICATION AGENDA

The President and CEO reviewed item 4.2, Q1-2021 Report of ENWIN Group President & CEO. It was noted that the new Director of Purchasing has started their position. The President and CEO thanked the Communications team for the timely preparation of item 4.3, 2020 Annual Report Draft – Windsor Canada Utilities Ltd.

A Board Member inquired about sole source purchases regarding item 4.7, Annual Purchasing Compliance (Fiscal Year 2020). Management discussed the parameters for a sole source purchase outlined in the Purchasing Policy.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 Draft Windsor Canada Utilities Ltd. Audit and Finance Meeting Minutes of April 14, 2021
- 4.2 Q1-2021 Report of ENWIN Group President & CEO
- 4.3 2020 Annual Report Draft – Windsor Canada Utilities Ltd.
- 4.4 Regulatory Affairs Update
- 4.5 IFRS Exposure Draft – Regulatory Assets and Regulatory Liabilities

- 4.6 ENWIN Utilities Ltd. 2020 Regulatory Balances
- 4.7 Annual Purchasing Compliance (Fiscal Year 2020)
- 4.8 ENWIN Utilities Ltd. 2020 Financial Review
- 4.9 ENWIN Utilities Ltd. (“EWU”) Audit Findings
- 4.10 ENWIN Utilities Ltd. 2020 Audited Financial Statements
- 4.11 Mobile Radio Services – Procurement Update
- 4.12 VP Customer Care & Corporate Operations
- 4.13 Communications & Public Relations
- 4.14 Site Consolidation Update
- 4.15 Strategic Plan Implementation – April 2021 Update
- 4.17 Windsor Canada Utilities Ltd. Board Work Plan
- 4.18 ENWIN Group and WUC 2021 Meeting Schedule

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 DIRECTOR EVALUATIONS AND DIRECTOR RECRUITMENT

The VP Customer Care and Corporate Operations and Corporate Secretary reviewed the proposed changes to the evaluation process, including the use of a simplified electronic survey tool using Diligent, evaluation cycle changes, and future recruitment considerations.

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 and B are APPROVED.

-CARRIED

5.2 WHISTLEBLOWER POLICY REVIEW AND UPDATE

Moved and Seconded

That the Board of Directors APPROVE and ADOPT the updates to the Whistleblower Policy which are attached at Appendix A to this report.

-CARRIED

5.3 DIVIDEND POLICY

Moved and Seconded

That the Dividend Policy report be APPROVED.

-CARRIED

5.4 APPOINTMENT OF SINKING FUND CUSTODIAN AND SIGNING OFFICERS

Moved and Seconded

That The Bank of Nova Scotia Trust Company be APPROVED to be appointed as the custodian for the WCU sinking funds that will be managed by Jarislowsky Fraser;

And that any two of three of James Brown, Matthew Carlini and Helga Reidel be APPROVED to transact on behalf of ENWIN for the WCU sinking fund and specifically for matters relating to the Custody accounts with The Bank of Nova Scotia Trust Company;

And that items 1 – 4 as described in the attached WCU certified resolution be APPROVED.

-CARRIED

IN CAMERA SESSION

Moved and seconded

That the Board move to the In Camera session.

-CARRIED

The In Camera Session commenced at 2:15 p.m.

The In Camera Session concluded at 3:05 p.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded

That the Board move to resume the public meeting session at 3:05 p.m.

-CARRIED

OTHER BUSINESS

None noted.

TERMINATION

Moved and seconded

That the meeting be terminated.

-CARRIED

The meeting terminated at 3:05 p.m.

Recording Secretary

Board Chair