

**ENWIN UTILITIES LTD.**  
**BOARD OF DIRECTORS MEETING**  
**PUBLIC MEETING MINUTES**

**WEDNESDAY, APRIL 26, 2023**

A public meeting of the ENWIN Utilities Ltd. Board of Directors was held on Wednesday, April 26, 2023 at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

**ATTENDANCE:**

Directors: Drew Dilkens (Chair), Jo-Anne Gignac, Leo Muzzatti, Gregory Ioanidis, Garnet Fenn, Andrea Orr.

Management: President & CEO G. Rossi; VP Business Development Kris Taylor; VP Water Operations R. Spagnuolo; VP Hydro Operations J. Brown; VP of Corporate Services and CFO M. Carlini; VP Customer Care and Corporate Operations P. Gleason; Director Engineering (Water) C. Manzon; Director of Water Operations D. Melnyk; Manager of Water Operations D. Mustac; Director People, Safety and Culture M. Bonnici; Director of Information Technology M. Vinhaes; Director of Finance G. Boose; Director of Procurement and Supply Chain R. McIntyre; Director Customer Care J. LaPlante-Lane; Director Engineering (Hydro) M. Vinhaes; Controller H. Malcolm-Kiss; Manager Regulatory Affairs J. Charles; Manager Corporate Communications & Public Relations C. Beliciu; Manager Water Operations, G. Switzer; Governance and Records Coordinator A. Pelaccia; Project Manager Business Development N. Anderson; Coordinator of Corporate Initiatives Miranda Underwood;

Guests: J. Guthrie, City of Windsor  
Cynthia Swift, KPMG  
John Vellone, BLG

Regrets: None.

**CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST**

The Chair noting quorum called the meeting to order at 8:58 a.m.

No conflicts of interest were declared.

## **CONSENT AGENDA**

During the discussion of item 3.2, Contract Renewals – Transformers, a Board Member made note that escalation costs have been increasing significantly and asked for clarification. The VP Water Operations explained that this is an issue faced globally due to supply and demand. The Company is looking at becoming part of a wide consortium of purchasers to benefit from economies of scale on other items but not the ones reflected in this report.

Moved and seconded

That the following Consent Agenda items be approved as recommended:

3.1 THAT the EWU In Camera Board Meeting Minutes for February 15, 2023 BE APPROVED.

3.2 THAT the Contract Renewals - Transformers report BE RECEIVED for information;

AND THAT the estimated spend thresholds for 2023, as outlined in Table 1 above BE APPROVED, with fund allocations being made to the respective category of transformers based on estimated volumes.

AND THAT the Board delegates authority to Management to adjust spend values within the contracts in accordance with volume requirements and pricing escalators provided total costs are managed within approved Operating and Capital budgets;

AND THAT the Board APPROVES spend thresholds for 2024 based on 2023 forecasted volumes, and contract pricing, with an increase tolerance of 15%, in keeping within approved Operating and Capital budgets.

3.3 THAT the Contract Award: Water Chemicals Report BE RECEIVED for information;

AND THAT the award to FloChem Ltd for Phosphoric Acid, Sodium Hypochlorite and Bulk Calcium Thiosulfate be APPROVED for an initial term of one year, with management's ability to invoke the option periods at its discretion;

AND THAT the award to Brenntag Canada Inc. for Praestol DW22S KF-NC be APPROVED for an initial term of one year, with management's ability to invoke the option periods at its discretion.

3.4 THAT the EWU board APPROVE the one (1) year extension required in the amount of \$431,680 plus HST and be added to the WSP contract;

AND THAT the EWU board DELEGATE the AUTHORITY to management to approve increases to the contract based on actual project costs, in keeping with contracted unit rates, providing costs remain within the approved Capital budget.

3.5 THAT the Hydro SMART Meter Network – Infrastructure Services Contract Renewal report BE RECEIVED for information;

AND THAT the three (3) one-year extensions to the current Infrastructure Services contract and associated financial obligations of approximately \$396,000 in 2024, \$407,000 in 2025, and \$420,000 in 2026 BE APPROVED.

**-CARRIED**

## **COMMUNICATION AGENDA**

Item 4.1, Report of the Chair of the EWU Governance and HR Committee, was reviewed by the Chair of the EWU Governance and HR Committee. The issue regarding whistleblower lines was resolved. A Board Member asked about increasing corporate Equity, Diversity and Inclusion through focus groups. The Chair of the EWU Governance and HR Committee explained that the Board will receive an updated report in November on this topic.

During the review of item 4.5, Regulatory Affairs Update, the VP of Corporate Services and CFO commented that the OEB had recently held a webinar regarding LDC consolidation, cybersecurity, resiliency and performance metrics. More information will be forthcoming this summer.

The EWU Regulatory Council provided clarity and guidance on the true-up payment described in item 4.6, Hydro Operations. A Board Member suggested that the MISO's balancing authority model may be of interest to the VP Hydro Operations.

The VP Hydro Operations provided further insight to item 4.7, Ice Storm February 22, 2023. EWU filed a Major Event Day report to the OEB describing parameters of the storm, and internally reviewed the organization's response to the storm to ensure that staff was operating under best practices. The final cost for the storm was not included in the report; once it is calculated, the VP of Corporate Services and CFO explained that it will be presented to the Board for consideration.

January LaPlante-Lane was introduced as the new Director Customer Care during report 4.13, Customer Care & Corporate Operations.

The VP of Corporate Services and CFO explained that EWU is within budget, including its amendments, in item 4.14, WUC 2022 Financial Review.

The Auditor spoke to item 4.15, WUC Audit Findings, and explained that the company is in a position to submit audit findings.

Items 4.18, 2022 Annual Report Draft, and 4.19, 2022 Annual Report Draft – WUC, show an error in Abe Taqtaq's name.

Moved and seconded

THAT the following Communication Agenda items BE RECEIVED as recommended:

- 4.1 Report of the Chair of the EWU Governance and HR Committee (*Verbal Report*)
- 4.2 Draft EWU Governance and HR Committee Meeting Minutes of March 31, 2023
- 4.3 Report of the Chair of the EWU Audit & Finance Committee (*Verbal Report*)
- 4.4 Draft EWU Audit & Finance Committee Meeting Minutes of April 5, 2023
- 4.5 Regulatory Affairs Update
- 4.6 Hydro Operations
- 4.7 Ice Storm - February 22, 2023
- 4.8 Ontario Electrical Distribution Regulation 22/04 – ESA 2020 Compliance Assessment and 2021 Due Diligence Inspections Reports
- 4.9 Water Operations
- 4.10 CPAR Results - Disturbed Water Event of June 2022
- 4.11 2022 Annual Compliance Report Summary
- 4.12 Contract Approval Summary – Water
- 4.13 Customer Care & Corporate Operations
- 4.14 WUC 2022 Financial Review
- 4.15 WUC Audit Findings
- 4.16 WUC 2022 Audited Financial Statements
- 4.17 2020-2024 Strategic Plan Progress
- 4.18 2022 Annual Report Draft – WCU
- 4.19 2022 Annual Report Draft – WUC
- 4.20 Equity, Diversity and Inclusion Update at ENWIN
- 4.21 EWU Board of Directors Annual Work Plan
- 4.22 ENWIN Corporate Entities and WUC 2023 Meeting Schedule

**-CARRIED**

## **ENWIN EXECUTIVE REPORTS**

### **5.1 ENWIN PRESIDENT AND CEO REPORT**

The President & CEO provided an overview of the report. A Board Member suggested to send company annual reports to the StrategyCorp. team in advance of the Companies' strategic planning sessions.

Moved and seconded

THAT the report from the President and CEO BE RECEIVED for information.

AND THAT management schedule an additional A&F committee meeting in May 2023 to conduct an enterprise risk management review and THAT management begin the development of a risk committee charter to be brought to the EWU board for approval.

**-CARRIED**

### **5.2 IT/OT SECURITY POLICY UPDATE**

A Board Member asked about the make-up of the Cybersecurity Steering Committee. The Director IT responded that the President & CEO, all Vice Presidents and the Director of IT sit on this committee. They meet quarterly unless there is an emergent issue.

Moved and seconded

THAT the updated IT/OT Security Policy Update BE RECEIVED for information;

AND THAT the updated IT/OT Security Policy BE APPROVED.

**-CARRIED**

### **5.3 RECORDS AND INFORMATION MANAGEMENT (RIM) POLICY – UPDATE**

Moved and seconded

THAT the Records and Information Management (RIM) Policy- Update BE RECEIVED for information as recommended by the Governance & HR Committee.

AND THAT the Records and Information Management (RIM) Policy- Update BE APPROVED as described in Appendix B, and as recommended by the Governance & HR Committee.

**-CARRIED**

#### **5.4 EWU 2022 REGULATORY BALANCES**

Moved and seconded

THAT the EWU Ltd. 2022 Regulatory Balances BE RECEIVED for information.

**-CARRIED**

#### **5.5 EWU 2022 FINANCIAL REVIEW**

Moved and seconded

THAT the EWU 2022 Financial Review BE RECEIVED for information and APPROVED.

**-CARRIED**

#### **5.6 EWU AUDIT FINDINGS**

The Auditor explained that they are in the position to provide the audit report and regulatory approval report.

Moved and seconded

THAT the EWU Audit Findings report BE RECEIVED for information.

**-CARRIED**

#### **5.7 EWU 2022 AUDITED FINANCIAL STATEMENTS**

Moved and seconded

THAT the EWU 2022 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 9:44 a.m.

The In Camera session concluded at 10:13 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 10:13 a.m.

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Recording Secretary

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Board Chair