

**WINDSOR UTILITIES COMMISSION**  
**BOARD OF COMMISSIONERS MEETING**  
**PUBLIC MEETING MINUTES**  
**WEDNESDAY, APRIL 28, 2021**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, April 28, 2021, via Zoom Conference call due to the COVID-19 pandemic. As a result, ENWIN offices remain closed to the public.

**ATTENDANCE**

Commissioners: Drew Dilkens (Chair), Julian Hawkins, Doug Lawson, Kieran McKenzie, Jim Morrison, Mario Sonego, Egidio Sovran, Jeewen Gill

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 and Corporate Operations and Corporate Secretary P. Gleason, Director Engineering (Water) C. Manzon, Director Water Operations D. Melnyk, Manager Water Operations G. Switzer, Director Information Technology B. Rivest, Director of Customer Service R. Spagnuolo, Director Finance, G. Boose, Controller, Brian Pougnet, Manager Corporate Communications & Public Relations B. Pierce Marshall, Governance and Records Coordinator A. Pelaccia.

Guests: Tony Ardovini – City of Windsor  
Cynthia Swift - KPMG

Regrets: None

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

There being a quorum and proper notices received, the Chair called the meeting to order at 11:04 a.m.

No conflicts of interest were declared.

## **CONSENT AGENDA**

The President & CEO noted the approvals required for necessary repairs to leaks of the District Energy Windsor system exceeded the approval amounts set out in the Purchasing Policy. Commission Members were made aware of the above approval via e-mail.

Moved and seconded

That the following Consent Agenda items be approved as recommended:

- 3.1 That the WUC Board Public Meeting Minutes of February 17, 2021 be approved.
- 3.2 That the report of the ENWIN President & CEO BE RECEIVED for information; and,

That the Windsor Utilities Commission RATIFY the decision of the President & CEO to implement a residential water disconnection moratorium effective April 1, 2021 with an end date of May 7, 2021 or to coincide with the conclusion of the Ontario stay at home order, or at an alternative date as may be directed by the Windsor Utilities Commission.

**-CARRIED**

## **COMMUNICATIONS AGENDA**

The President and CEO thanked the Communications team for the timely preparation of the 2020 Annual Report.

The Vice President of Water Operations provided an update regarding item 4.6, Water Operations Report. Lead sampling program samples may now be taken from tap outside, supporting social distancing during the pandemic. A methodology will be developed to prevent flooding of properties during testing. It was noted that essential water staff in the field have been offered a vaccine.

A Commission Member inquired about item 4.8, Fluoridation Update, and delays. The VP of Water Operations confirmed that timing issues were due to the pandemic supply impacts and unforeseen mechanical issues. Sampling has begun and results are expected in June. A Commission Member inquired about University of Windsor involvement. It was confirmed that they will be completing the sampling with oversight and review by ENWIN.

A Commission Member provided congratulations to leadership regarding item 4.9, noting improved health and safety statistics.

Regarding item 4.11, Communications & Public Relations, the Commission acknowledged communication outreach completed by ENWIN. A Commission Member inquired what translation materials are available for the public. Management confirmed the welcome package has been translated for the public in various languages and live translation via phone is being investigated with the possibility of a pilot in 2022.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 Draft WUC Governance Committee Meeting Minutes of March 31, 2021
- 4.2 Draft WUC Audit and Finance Committee Meeting Minutes of April 14, 2021
- 4.3 2020 Annual Report Draft – Windsor Utilities Commission
- 4.4 2020 Annual Compliance Reports
- 4.5 Annual Purchasing Compliance (Fiscal Year 2020)
- 4.6 Water Operations Report
- 4.7 Contract Approval Summary
- 4.8 Fluoridation Update
- 4.9 VP Customer Care & Corporate Operations
- 4.10 Mobile Radio Services – Procurement Update
- 4.11 Communications & Public Relations
- 4.12 Strategic Plan Implementation – April 2021 Update
- 4.13 Site Consolidation Update
- 4.14 Windsor Utilities Commission Board Work Plan
- 4.15 WUC Initiatives Tracking Report
- 4.16 EWU Group and WUC 2021 Meeting Dates

**-CARRIED**

## **EXECUTIVE REPORTS**

### **5.1 WHISTLEBLOWER POLICY REVIEW AND UPDATE**

A Commission Member asked about the frequency of use of the hotline. Management confirmed there is relatively low use, while the program continues to be promoted on the

ENWIN website. Costs for the program remain low, with a renewal for vendors expected every 3 years.

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**

## **5.2 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 C are APPROVED, as recommended by the Governance Committee.

**-CARRIED**

## **5.3 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 WUC sinking funds that will be managed by Jarislowsky Fraser;

And that any two of three of Garry Rossi, Matthew Carlini and Helga Reidel be APPROVED to transact on behalf of ENWIN for the WUC 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 WUC certified resolution be APPROVED.

**-CARRIED**

## **5.4 2020 DEVELOPMENT CHARGE FUNDS REQUEST**

Moved and seconded

That the 2021 Development Charges Funds Request Report be RECEIVED;

And that 2021 Development Charges funds held by the City in the amount of \$13,568 be APPROVED for release.

**-CARRIED**

## **5.5 WINDSOR UTILITIES COMMISSION 2020 FINANCIAL REVIEW**

Commission members inquired about feeder mains and trends regarding declines in consumption. Management responded to the satisfaction of the Commission.

Moved and seconded

That the Windsor Utilities Commission 2020 Financial Review be RECEIVED.

**-CARRIED**

## **5.6 WINDSOR UTILITIES COMMISSION (“WUC) AUDIT FINDINGS**

Moved and seconded

That the Windsor Utilities Commission Audit Findings be RECEIVED.

**-CARRIED**

## **5.7 WINDSOR UTILITIES COMMISSION 2020 AUDITED FINANCIAL STATEMENTS**

Moved and seconded

That the Windsor Utilities Commission 2020 Audited Financial Statements 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 February 17, 2021

*s. 239(2)(k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.*

6.2 Draft WUC Governance Committee In Camera Minutes of March 31, 2021

*s. 239(2)(k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.*

6.3 Draft WUC Audit and Finance Committee In Camera Minutes of April 14, 2021

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

#### 6.4 Windsor Utilities Commission Financial Reporting

*s.239 (2)(f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose.*

#### 6.5 District Energy Windsor (DEW) – Consent to change of control of EnWave Windsor Limited Partnership

*s.239 (2)(f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose.*

#### 6.6 District Energy Windsor – Presentation

*s. 239 (2)(f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose.*

#### 6.7 District Energy Windsor

*s. 239 (2)(f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose.*

#### 6.8 Update on DEW ESA Status

*s. 239(2)(k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.*

**-CARRIED**

The In Camera session commenced at 11:33 a.m.

The In Camera session concluded at 12:30 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 February 17, 2021 be approved.

**-CARRIED**

Moved and seconded  
That the Draft WUC Governance Committee In Camera Minutes of March 31, 2021 be received.

**-CARRIED**

Moved and seconded  
That the Draft WUC Audit and Finance Committee In Camera Minutes of April 14, 2021 be received.

**-CARRIED**

Moved and seconded  
That the Windsor Utilities Commission Financial Reporting be received.

**-CARRIED**

Moved and seconded  
That the District Energy Windsor (DEW) – Update to Consent to Change of Control of Enwave Windsor Limited Partnership- Confirmation and Ratification BE CONFIRMED AS RECEIVED, and that management follow the instructions of the Commission.

**-CARRIED**

Moved and seconded  
That the District Energy Windsor (DEW) – Lead Proponent Negotiation Report – Presentation be RECEIVED.

**-CARRIED**

Moved and seconded  
That the That the District Energy Windsor (DEW) – Lead Proponent Negotiation Report be RECEIVED, and that management follow the instructions of the Commission.

**-CARRIED**

Moved and seconded  
That the District Energy Windsor (DEW) - Energy Service Agreements (ESA) Report be RECEIVED;

And, that management follow the instructions of the Commission.

**-CARRIED**

## **OTHER BUSINESS**

None.

## **MEETING TERMINATION**

Moved and seconded

That the meeting be terminated.

**-CARRIED**

Meeting terminated at 12:30 p.m.

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Recording Secretary

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Board Chair