

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, APRIL 17, 2019**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, April 17, 2019, in the Boardroom at 787 Ouellette Avenue, Windsor, Ontario.

ATTENDANCE

Commissioners: Julian Hawkins, Irek Kusmierczyk, Doug Lawson (by phone) Kieran McKenzie, Jim Morrison, Mario Sonogo and Egidio Sovran (acting chair)

Regrets: Drew Dilkens

Management: President & CEO Helga Reidel, VP Shared Services & COO John Wladarski, VP Water Operations Garry Rossi, VP Hydro Operations Jim Brown, VP Finance & CFO Byron Thompson, Director of Finance Matt Carlini, Director of Regulatory Affairs and Corporate Secretary Paul Gleason, Director of Information Technology Brigitte Rivest, Director of Customer Service Rob Spagnuolo, Director of Human Resources Suzanne Leonard, Director of Water Engineering Chris Manzon, Director of Hydro Engineering Marvio Vinhaes, Manager of Corporate Communications & PR Barbara Peirce-Marshall, Controller Brian Pougnet, and Assistant Corporate Secretary Stephanie Wrixon

Guests: Tony Ardovini, City of Windsor; Cynthia Swift, KPMG

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

There being a quorum and proper notices received, the Chair called the meeting to order at 10:30 a.m.

Commissioner Kusmierczyk disclosed that agenda items 4.2 and 4.4 reference his employer, but no conflicts were declared.

CONSENT AGENDA

Moved and seconded

That the following Consent Agenda items be received or approved as recommended:

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- 3.1 WUC Board Public Meeting Minutes of March 20, 2019 be approved.
- 3.2 WUC AGM Minutes of March 20, 2019 be approved.

-CARRIED

COMMUNICATIONS AGENDA

ENWIN Group President & CEO Report

At the request of the Commission, Management gave an overview of the Ontario government's changes to CDM and the consequences for ENWIN. The continuation of programming by the IESO is a political question and Management is unsure how intensely the IESO will assume programming.

Water Operations Report

A Commissioner inquired into potential water demand impacts should the Windsor Chrysler assembly plant eliminate a shift. Management shared their opinions on the matter.

VP Shared Services Report

There was discussion on cyber security for WUC and the ways in which staff are trained to protect against phishing scams. Management addressed questions to the satisfaction of the Commission. The VP of Water Operations noted that WUC abides by industry best practices.

Contract Extension: Liquid Oxygen and Carbon Dioxide Storage Tanks

There was discussion regarding bargaining techniques in view of the unknown price reductions referenced in the report.

Strategic Plan Implementation – March 2019 Progress Report

The Commission inquired into emergency plans. Management noted that water, hydro and IT have contingency plans, which are now consolidated into one book. Hydro also has a well-documented mutual assistance program.

Water Rate Comparison – Windsor vs Tecumseh

At the request of the Commission, the VP of Water Operations provided background information on the rates presented. The VP Finance & CFO explained how a municipality's reserve funds can affect rates.

2018 Annual Compliance Report Summary

A board member inquired into whether residents are given an opportunity to replace their lead connections during WUC construction projects. Management agreed to look into this and report back to the board. Management also undertook to ensure information on or a cross-link to the City's Lead Services Line Warranty Program is found on the WUC's website.

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At the request of the Commission, the VP of Water Operations explained WUC's lead sampling program.

A Board member suggested that the Jacobs report found at Appendix D be shared with the health unit. The VP Operations noted that the report is public information and undertook to share this report with the Health Unit.

Moved and seconded

That the Jacobs report found at Appendix D to the 2018 Annual Compliance Report Summary be shared with the Health Unit.

-CARRIED

Windsor Utilities Commission Board Work Plan

The Commission inquired into WUC's internal audit program. The VP Finance & CFO noted that internal audits are currently conducted on an as-needed basis, but the intent is to expand the scope and regularity of the internal audit program. Recent internal audits were conducted for water billing and regulatory accounts. Management expects to conduct an RFP this summer for an internal auditor.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 Draft WUC Audit & Finance Committee Meeting Minutes of April 3, 2019 be received.
- 4.2 ENWIN Group President & CEO Report be received.
- 4.3 Water Operations Report be received.
- 4.4 VP Shared Services Report be received.
- 4.5 Corporate Communications & Public Relations Report be received.
- 4.6 Contract Approval Summary be received.
- 4.7 Contract Extension: Liquid Oxygen and Carbon Dioxide Storage Tanks be received.
- 4.8 Strategic Plan Implementation – March 2019 Progress Report be received.
- 4.9 Water Rate Comparison – Windsor vs Tecumseh be received.
- 4.10 2018 Annual Compliance Report Summary be received.
- 4.11 WUC Financial & Corporate Compliance Report for Quarter Ending Q4, 2018 be received.
- 4.12 Powerful Partners Campaign Update be received.
- 4.13 EWU Group and WUC 2019 Meeting Dates be received.
- 4.14 Windsor Utilities Commission Board Work Plan be received.
- 4.15 WUC Initiatives Tracking Report be received.

-CARRIED

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ENWIN EXECUTIVE REPORTS

5.1 Windsor Utilities Commission 2018 Financial Review

A commissioner noted his support of investing in companies that are socially responsible.

At the request of a commissioner, the VP Finance & CFO agreed to provide a DC charge report in June.

Moved and seconded

That the Windsor Utilities Commission 2018 Financial Review be received, as recommended by the WUC Audit & Finance Committee.

-CARRIED

5.2 WUC Audit Findings Report

C. Swift from KPMG noted that she recently met with the A&F committee and there were no issues. KPMG is prepared to issue its unmodified audit opinion subject to the satisfaction of the Commission.

Moved and seconded

That the WUC Audit Findings Report be received, as recommended by the WUC Audit & Finance Committee.

-CARRIED

5.3 Windsor Utilities Commission 2018 Audited Financial Statements

Moved and seconded

That the Windsor Utilities Commission 2018 Audited Financial Statements be approved, as recommended by the WUC Audit & Finance Committee.

-CARRIED

5.4 WUC Sinking Fund Report

The Commission inquired into WUC's conservative investment approach. Management noted that WUC must be financially responsible since it is accountable to the public, and also noted the restrictions WUC faces under the Municipal Act, the City's investment policy, and its debt repayment obligations.

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Moved and seconded

That the WUC Sinking Fund Update report be received, as recommended by the WUC Audit & Finance Committee.

-CARRIED

5.5 Fluoridation Update

At the request of the Commission, the VP of Water Operations outlined the general procedure required for WUC to introduce fluoride to drinking water. There was discussion on speculative chemicals, equipment, studies and timeframe. Management noted that WUC has not yet received any municipal fluoride by-laws.

Moved and seconded

That the Fluoridation Update report be received for information.

-CARRIED

Commissioner Lawson disconnected from the meeting.

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 Windsor Utilities Commission In-Camera Meeting Minutes of March 20, 2019
s. 239(2)(f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose

6.2 Draft In-Camera Audit & Finance Committee Meeting Minutes of April 3, 2019
s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employees

6.3 RFP No. 2018-031 A.H. Weeks Water Treatment Plant, AVR Replacement and Generator Excitation Upgrade
s. 239(2)(i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization

6.4 Cyber Security Overview
s. 239(2)(a) the security of the property of the municipality or local board

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

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6.6 Tecumseh Negotiations report

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

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

-CARRIED

The In Camera session commenced at 11:57 a.m.

The In Camera session concluded at 12:04 a.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 March 20, 2019 be approved.

-CARRIED

Moved and seconded

That the Draft In-Camera Audit & Finance Committee Meeting Minutes of April 3, 2019 be received.

-CARRIED

Moved and seconded

That the WUC Board of Commissioners receive the RFP No. 2018-031 A.H. Weeks Water Treatment Plant, AVR Replacement and Generator Excitation Upgrade report for information.

-CARRIED

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Moved and seconded
That the Cyber Security Overview report be received for information.

-CARRIED

Moved and seconded
That the Fluoridation Update report be received for information.

-CARRIED

Moved and seconded
That the Tecumseh Negotiations Report be received for information and that management proceed at the direction of the Commission.

-CARRIED

MEETING TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

Meeting terminated at 12:05 a.m.

Recording Secretary

Chair