

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, NOVEMBER 17, 2021**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, November 17, 2021, via Zoom Conference call. Due to the COVID-19 pandemic, ENWIN's offices remained closed to the public.

ATTENDANCE

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

Management: 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 of Human Resources, Jennifer Damphouse; Coordinator of Corporate Initiatives, N. Anderson; Director of Regulatory Affairs Claire Bebbington; Director of Procurement and Supply Chain, Renee McIntyre; Manager Water Operations, G. Switzer; Director of Customer Service, R. Spagnuolo; Director Finance, G. Boose; Controller, B. Pougnet; Governance and Records Coordinator, A. Pelaccia.

Guests: Tony Ardovini, City of Windsor

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 11:06 a.m.

No conflicts of interest were declared.

CONSENT AGENDA

Moved and seconded

That the following Consent Agenda items be approved as recommended:

- 3.1 Windsor Utilities Commission Board Public Meeting Minutes of September 29, 2021 be approved.

-CARRIED

COMMUNICATIONS AGENDA

A Commission Member thanked Management for their effort to engage the City of Windsor's Diversity Committee and support equity, diversity and inclusion initiatives in the Board selection process.

Commission Members discussed the bids received and risks going forward for item 4.8, RFP 2021-035 – Water Distribution System Repairs and Replacements of Designated Components. Management reviewed the procurement process and pricing with the Commission.

A Commissioner inquired about item 4.13, Customer Care & Corporate Operations, and impacts and delays to call centre activities associated with the OMS upgrade project. The VP of Customer Care and Corporate Operations reviewed the project with the Board. He noted that the project was evaluated and placed on hold to ensure proper resourcing is in place prior to the vaccination deadlines outlined within ENWIN's Vaccination Policy. This has been considered a temporary delay and will begin again once appropriate resources have been secured. The also noted that the project itself is for a hydro system and will have no impact on water systems.

A Commissioner discussed item 4.10, RFP 2021-043 - Small Diameter Water Service Directional Bore Services, and noted that the contract price increased by 45%. He inquired if there is a price adjustment clause to mitigate fluctuations. Management reviewed the RFP with the Commission and indicated that the RFP was only based on a price-per-meter installation over a 3-year period. The Commissioner suggested to look at opportunities in the future to build in fluctuation clauses within the RFP process which may mitigate against risks of price fluctuations and support fair pricing.

A Commissioner asked about progress on item 4.12, Fluoridation Update. The VP of Water Operations discussed the progress on the implementation. The equipment has not yet been received to allow for the final installation of fluoridation pumps. The pumps will be installed and thoroughly tested once received and remain on track to be completed before the end of 2021.

A Commissioner inquired about item 4.16, Diversity and Inclusion (D&I) at ENWIN Utilities Ltd. ("ENWIN"), and how ENWIN is completing the Leadership Accord on Diversity, Equity and Inclusion (the "Leadership Accord"). The VP Customer Care Corporate Operations confirmed that approval was granted this morning to sign up and become involved. An overview of ENWIN's equity and diversity initiatives to date were reviewed. A Commissioner asked if there are any annual reporting initiatives that ENWIN has undertaken regarding D&I. Annual surveys have been conducted that allow for self

identification of D&I groups at ENWIN. ENWIN is currently seeking other sources of data to benchmark results.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 Draft WUC Governance Committee Meeting Minutes of October 27, 2021
- 4.2 Draft WUC Audit and Finance Committee Meeting Minutes of November 3, 2021
- 4.3 Q4-2021 Report of ENWIN Group President & CEO
- 4.4 Windsor Utilities Commission Financial and Corporate Compliance Report for Quarter Ending Q3, 2021
- 4.5 Windsor Utilities Commission Audit Planning Report – 2021
- 4.6 Fraud Policy and Reporting Procedures Update
- 4.7 Water Operations Report
- 4.8 RFP 2021-035 – Water Distribution System Repairs and Replacements of Designated Components
- 4.9 RFP 2021-039 Underground Utilities Locate Services
- 4.10 RFP 2021-043 - Small Diameter Water Service Directional Bore Services
- 4.11 DWQMS Third Party Audit Results
- 4.12 Fluoridation Update
- 4.13 Customer Care & Corporate Operations
- 4.14 Communications & Public Relations Update
- 4.15 Strategic Plan Implementation – November 2021 Update
- 4.16 Diversity and Inclusion (D&I) at ENWIN
- 4.17 Windsor Utilities Commission Board Work Plan
- 4.18 WUC Initiatives Tracking
- 4.19 EWU Group and WUC 2021 Meeting Dates
- 4.20 EWU Group and WUC 2022 Meeting Dates

-CARRIED

EXECUTIVE REPORTS

5.1 HIRING POLICY

The VP Customer Care and Corporate Operations reviewed the Policy with the Commission and noted that the Ontario *Municipal Act, 2001* requires the Commission to comply with legislation although WUC currently does not employ any personnel.

Moved and seconded

That the Hiring Policy report BE RECEIVED as recommended by the WUC Governance Committee;

AND, THAT the WUC Board of Commissioners APPROVE the WUC Hiring Policy which is attached at Schedule B of Appendix A as recommended by the WUC Governance Committee.

-CARRIED

5.2 WUC ANNUAL REPORT DRAFT CONCEPT

A Commissioner discussed the strong attendance record of Directors and requested that the report include the attendance of the Directors at each meeting.

A request was also made to include Management's professional designations in the report.

An error in the title of Commissioner Doug Lawson was requested to be updated.

Moved and seconded

That the 2021 Annual Report Draft Concept – Windsor Utilities Commission report BE RECEIVED;

AND THAT, the Board of Commissioners approve the 2021 Annual Report Draft Concept contained herein.

-CARRIED

5.3 WINDSOR UTILITES COMMISSION Q3 2021 FINANCIAL REVIEW

Moved and seconded

That the Windsor Utilities Commission Q3 2021 Financial Review be RECEIVED.

-CARRIED

5.4 SINKING FUND INVESTMENT POLICY – ASSET MIX

The VP Corporate Services & CFO presented the proposed asset mixes. The Commission discussed long term vs. short term investment timelines and risks. The Commission favoured moving to maximum equity exposure, as the sinking fund is reviewed regularly by the Commission. The Commission determined that any further changes can be made at the time of future review.

Moved and seconded

THAT the Sinking Fund Investment Policy – Asset Mix report be RECEIVED for information;

AND THAT the sinking fund move to a 50% maximum equity exposure.

-CARRIED

5.5 SINKING FUND INVESTMENT POLICY UPDATE

Moved and seconded

That the Sinking Fund Investment Policy Update be RECEIVED, and the Sinking Fund Investment Policy be APPROVED.

-CARRIED

5.6 WINDSOR UTILITIES COMMISSION 2022 BUSINESS PLAN INCLUDING THE OPERATING AND CAPITAL BUDGETS

The VP Corporate Services & CFO reviewed the change of the rate increase from 2.8% to 3.8%. Revenue is now in a favourable position.

Moved and seconded

That the Windsor Utilities Commission annual commissioner remuneration BE APPROVED to increase by 2% from \$8,489 to \$8,659, subject to submission to and alternative comment by Windsor Canada Utilities Ltd.

That the WUC 2022 – 2027 Business Plan with the 2022 Operating and Capital Budgets BE APPROVED as recommended by the WUC Audit and Finance Committee.

-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 Draft WUC Governance Committee In Camera Meeting Minutes of October 27, 2021

s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employee.

6.2 Draft WUC Audit and Finance Committee In Camera Meeting Minutes of November 3, 2021

s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employee.

6.3 Tecumseh Negotiations Update

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

6.4 Committee Evaluation Summaries for Windsor Utilities Commission Governance and Audit & Finance Committees

- s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employees.*

-CARRIED

The In Camera session commenced at 11:45 a.m.

The In Camera session concluded at 11:58 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 September 29, 2021 be approved.

-CARRIED

Moved and seconded

That the Windsor Utilities Commission Draft Audit & Finance Committee In Camera Meeting Minutes of November 3, 2021 be received.

-CARRIED

Moved and seconded

That the Tecumseh Negotiations Update be received.

-CARRIED

Moved and seconded

That the Committee Evaluation Summaries for Windsor Utilities Commission Governance and Audit & Finance Committees be received.

-CARRIED

OTHER BUSINESS

None noted.

MEETING TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

Meeting terminated at 11:58 a.m.

Recording Secretary

Board Chair