

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, NOVEMBER 18, 2020**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, November 18, 2020, 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

Management: President & CEO H. Reidel, VP Corporate Services & CFO M. Carlini, VP Customer Operations and Business Development & COO J. Wladarski, Director Corporate Operations and Innovation B. Leavitt, VP Water Operations G. Rossi, Director Water Operations D. Melnyk, Director Engineering (Water) C. Manzon, VP Hydro Operations J. Brown, Director of Regulatory Affairs and Corporate Secretary P. Gleason, Director of Customer Service R. Spagnuolo, Director Finance, G. Boose, Controller, Brian Pougnet, Governance and Records Coordinator A. Pelaccia.

Guests: T. 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 10:37 a.m.

No conflicts of interest were declared.

APPROVAL OF REVISED AGENDA

Moved and seconded
That the revised agenda be approved.

-CARRIED

CONSENT AGENDA

Moved and seconded

That the following Consent Agenda item be approved as recommended:

3.1 WUC Board Public Meeting Minutes of September 30, 2020 be approved;

-CARRIED

COMMUNICATIONS AGENDA

The Director of Customer Service provided a presentation regarding residential and commercial customers with accounts over 30 days past due. Commercial properties show a trend where most unpaid accounts have a balance of less than \$1000 owing. ENWIN continues to work with commercial customers to establish payment arrangements, where possible. If non-payment occurs, ENWIN remains responsible for payment for the balance of the bill to the IESO. Commissioners inquired about the types of commercial establishments with outstanding balances and plans for payment. Management responded to the satisfaction of the Commission. Management will update the website and increase communications on all bills with a notice to contact ENWIN if customers experience an issue with payment. ENWIN will continue to work with customers to assist, wherever possible.

Regarding item 5.11, Water Operations Report, the VP of Water Operations shared that the International Ozone Association has confirmed that their upcoming event set to take place in Windsor, has become a digital event. Tours of WUC facilities will no longer take place. A Commissioner inquired about capital projects related to reservoir D and revisions. The Director of Engineering (Water) responded to the question and provided a brief update on the project regarding tenders, maintenance, and back up reservoir use for the project plan.

The Director of Engineering (Water) presented item 5.14, Master Plan Review Presentation, as included in Appendix A. The presentation summarized key points of the 2019 Master Plan which included changes from the previous updates and impacts to infrastructure planning. Commissioners inquired about long-term needs, population growth rates, as well as capacity and demand. Management responded to the satisfaction of the Commission. The VP of Water Operations noted that the next steps will review future capacities in 5 year assessments. Growth will be assessed from a capacity and cost perspective, however, there is a pressing need for a water tower.

Mayor Dilkens provided his regrets as he left the meeting at 11:49 a.m. Commissioner Sovran chaired the remainder of the meeting as Vice-Chair of the Commission.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 5.1 WUC Governance Committee Meeting Minutes of September 9, 2020
- 5.2 Draft WUC Governance Committee Meeting Minutes of October 28, 2020
- 5.3 WUC Audit and Finance Committee Meeting Minutes of September 16, 2020
- 5.4 Draft WUC Audit and Finance Committee Meeting Minutes of November 4, 2020
- 5.5 ENWIN Group President & CEO Report
- 5.6 Communications & Public Relations Report
- 5.7 VP Customer Operations and Business Development Report
- 5.8 Financial and Corporate Compliance Report for Quarter Ending Q3, 2020
- 5.9 Windsor Utilities Commission Audit Planning Report – 2020
- 5.10 2021 – 2026 Budget Headcount Update
- 5.11 Water Operations Report
- 5.12 Non-Revenue Water Summary
- 5.13 Contract Approval Summary Report
- 5.14 Master Plan Review Presentation (*table drop*)
- 5.15 Master Plan Review
- 5.16 Strategic Plan Implementation – November 2020 Progress Report
- 5.17 Site Consolidation Update
- 5.18 Windsor Utilities Commission Board Work Plan
- 5.19 WUC Initiatives Tracking Report
- 5.20 EWU Group and WUC 2020 Meeting Dates
- 5.21 EWU Group and WUC 2021 Meeting Dates

-CARRIED

EXECUTIVE REPORTS

6.1 WUC GOVERNANCE DOCUMENTS REVIEW

Moved and seconded

THAT Article 7 (a) and 7 (f) of the Governance Committee charter be deleted and be replaced with the following articles:

7 (a) The committee shall meet as frequently as it determines necessary but not less than once per year.

And,

7 (f) The Committee may meet separately in in camera session in the absence of management, at each regularly scheduled meeting, provided that a recording secretary is present to record any decisions made.

-CARRIED

6.2 WINDSOR UTILITIES COMMISSION Q3 2020 FINANCIAL REVIEW

The VP of Corporate Services and CFO provided an overview of the financial review. A Commissioner inquired about seasonality regarding capital, liquidities, and receivables. Management confirmed that ENWIN is experiencing some change due to the pandemic. Seasonality was also noted as a cause.

A Commissioner noted that there appears to be a trend of running favourable balances, which prompts questions if budgeting has been too liberal, or if managing expenses has been too conservative. Management noted the concern and committed to reviewing the trend.

The VP Corporate Services and CFO stated that CIBC has rescinded the quoted offer outlined within the report. An amendment to the motion contained in the report was put forward by the Commission that management be authorized to work with a Schedule 1 Bank for review of a preferable rate. A short-term investment policy is expected to be provided to the Board in 2021.

Moved and seconded

THAT the Windsor Utilities Commission Q3 2020 Financial Review be RECEIVED.

THAT management be APPROVED to continue to conduct business with a Schedule 1 Bank and Windsor Family Credit Union for the purpose of short-term investments.

-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:

7.1 WUC Board In Camera Meeting Minutes of September 30, 2020
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.

7.2 WUC Governance Committee Meeting In Camera Minutes of September 9, 2020
s. 239(2)(b) personal matter about an identifiable individual, including municipal or local board employees.

7.3 WUC Governance Committee Meeting In Camera Minutes of October 28, 2020

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

7.4 WUC Audit and Finance Committee In Camera Minutes of September 16, 2020

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

7.5 WUC Audit and Finance Committee In Camera Minutes of November 4, 2020

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

7.6 Enterprise Risk Management - Risk Monitoring Report

s. 239(2) (a) the security of the property of the municipality or local board;

7.7 District Energy Windsor Ownership Update

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.

7.8 ETR Agreement – Bridge Plaza

s. advice that is subject to solicitor-client privilege, including communications necessary for that purpose.

-CARRIED

The In Camera session commenced at 12:03 p.m.

The In Camera session concluded at 12:25 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 September 30, 2020 be approved.

-CARRIED

Moved and seconded
That the WUC Governance Committee Meeting In Camera Minutes of September 9, 2020 be received.

-CARRIED

Moved and seconded
That the WUC Governance Committee Meeting In Camera Minutes of October 28, 2020 be received.

-CARRIED

Moved and seconded
That the WUC Audit and Finance Committee In Camera Minutes of September 16, 2020 be received.

-CARRIED

Moved and seconded
That the WUC Audit and Finance Committee In Camera Minutes of November 4, 2020 be received.

-CARRIED

Moved and seconded
That the Enterprise Risk Management - Risk Monitoring Report be received.

-CARRIED

Moved and seconded
That the District Energy Windsor Ownership Update be received.

-CARRIED

Moved and seconded
THAT the ETR Agreement – Bridge Plaza report be RECEIVED; and,

THAT that the Windsor Utilities Commission AUTHORIZE EWU management, on their behalf, to execute an easement document, satisfactory in form to WUC's legal counsel, generally including the same terms and conditions as in the 1976 Easement from ETR to WUC with respect to the lands identified in the ETR Agreement.

-CARRIED

OTHER BUSINESS

None.

MEETING TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

Meeting terminated at 12:26 p.m.

Recording Secretary

Board Chair

Appendix A: Master Plan Review Presentation (*available upon request*)