

**WINDSOR UTILITIES COMMISSION  
BOARD OF COMMISSIONERS MEETING  
PUBLIC MEETING MINUTES  
WEDNESDAY, SEPTEMBER 30, 2020**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, September 30, 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 Sonogo, Jo-Anne Gignac

Management: President & CEO H. Reidel, VP Corporate Services & CFO M. Carlini, VP Customer Operations and Business Development & COO J. Wladarski, VP Water Operations G. Rossi, 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: Egidio Sovran

**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.

No conflicts of interest were declared.

**CONSENT AGENDA**

Moved and seconded

That the following Consent Agenda items be approved as recommended:

- 3.1 WUC Board Public Meeting Minutes of June 24, 2020 be approved;
- 3.2 ENWIN Group and WUC 2021 Meeting Dates be approved and implemented.

**-CARRIED**

**COMMUNICATIONS AGENDA**

A Commissioner requested that Committee Minutes be included in the Board meeting packages. Management confirmed this will be provided going forward.

A Commissioner requested historical information for item 4.5 regarding a noted grievance. Management indicated that this is related to language used within a collective agreement regarding the provider of benefits.

While discussing item 4.5, Water Operations Report, G. Rossi addressed the Commission to inform them of WUC's participation in an upcoming water research project regarding corrosion control, as experts in the field. WUC will be named in the study. A Commissioner asked about the details of the study and process, accounting for upcoming changes to the Ontario environmental assessment. Management noted this for further inquiry, as it was not noted within the initial scope of the project.

Regarding item 4.6, WUC/Union Emergency Water Supply Study, a Commissioner inquired about the timelines for the study. Management noted that this is a large project and it is expected to take approximately 5 years and will require consultation, approvals, and budgetary discussion prior to completion.

The Commission provided accolades regarding item 4.9, MECP Inspection Results, and inquired if media communications will be prepared to share WUC's success. Management identified that there is a goal to do so in the 10<sup>th</sup> year of successful results. The Commission agreed.

Regarding item 4.12, WUC Q2 2020 Financial Review, a Commissioner asked how likely that declining industrial consumption trends are expected to continue. Management identified that this is very difficult to predict, as growth factors have changed during the pandemic, which has impacted consumer behavior and consumption trends. A discussion ensued regarding the growth of conservation initiatives outside of the region in Europe and the UK which may also impact consumption projections, despite this region's ability to continue to supply and produce water from the Great Lakes.

Item 4.13 and 4.14, A Commissioner inquired about the exceptionally high CEAP application rate and wished to know if there was a driver for the volume of applications received. R. Spagnuolo identified that this was likely due to radio media communications, as the majority of applications were received within days of this communication. Kudos were provided to the Communications team for this initiative.

It was noted that more information about the format and location of the November Board meetings will be forthcoming. It is anticipated that the Boardroom will be completed for use at that time.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 ENWIN Group President & CEO Report

- 4.2 Communications & Public Relations Report
- 4.3 Financial & Corporate Compliance Quarterly Report Q2 2020
- 4.4 Enterprise Risk Management Report
- 4.5 Water Operations Report
- 4.6 WUC/Union Emergency Water Supply Study
- 4.7 Contract Approval Summary Report
- 4.8 DWQMS Third Party Audit Results
- 4.9 MECP Inspection Results
- 4.10 WUC Sinking Fund Report
- 4.11 Windsor Utilities Commission Sinking Fund Supplemental Report
- 4.12 WUC Q2 2020 Financial Review
- 4.13 COVID-19 Customer Pulse Check – July 2020
- 4.14 COVID-19 Customer Pulse Check – September 2020
- 4.15 Strategic Plan Implementation – September 2020 Progress Report
- 4.16 Site Consolidation Update
- 4.17 Windsor Utilities Commission Board Work Plan
- 4.18 WUC Initiatives Tracking Report
- 4.19 EWU Group and WUC 2020 Meeting Dates

**-CARRIED**

## **EXECUTIVE REPORTS**

### **5.1 PROPOSED AMENDMENTS TO WUC BY-LAW NUMBER 93 TO ALLOW FOR ELECTRONIC MEETING PARTICIPATION**

Moved and seconded

That the Commission APPROVE amendments to WUC's Procedure By-law #93 to allow for electronic participation at Commission and Committee Meetings for Commissioners, and delegates, in response to the Novel Coronavirus (COVID) pandemic, in accordance with Bill 197, passed July 21, 2020 by the Province of Ontario; and further

THAT the necessary amending by-law 93A-2020 BE ENACTED.

**-CARRIED**

### **5.2 TRAVEL AND BUSINESS EXPENSE POLICY UPDATE**

Moved and seconded

THAT the Amendments to the Travel and Business Expense Policy BE RECEIVED;

AND THAT the current Travel & Business Expense Policy dated August 18, 2015 BE REPEALED;

AND THAT the revised Travel and Business Expense Policy BE ADOPTED.

**-CARRIED**

### **5.3 WUC 2021 OPERATING AND CAPITAL BUDGET PRESENTATION**

M. Carlini addressed the Commission and provided a brief presentation of the report found in 5.4.

2021 capital and operating budget remains consistent with previous years. Financial performance will be driven by key areas impacting net income:

- Revenue which is impacted by water consumption and by rates
- A large number of capital expenditures

It was noted that consumption has significantly dropped and it remains difficult to predict consumption trends going forward. Stable consumption was assumed in future years for the purposes of the budget. A 3.8% rate increase in 2021 remained consistent with previous year, assuming flat consumption.

The 2021 operating budget is more conservative than the 2020 operating budget in order to ensure liquidity for capital projects. There is significant investment in capital projects in the coming years due to aging iron and lead piping replacements. A Commissioner inquired about replacement and impacts to the capital budget. Management identified that management will look for replacement efficiencies by scheduling projects with city projects to be more economical. A Commissioner inquired if peer municipalities are sharing similar challenges with the volume of capital projects. Management identified that capital work in other municipalities is largely dependant on the age of the municipality.

The presentation outlined that 2020 rate benchmarking data was provided and compared to peers in Essex County, as well as other comparable municipalities in Ontario. Two Commissioners commented that the rates analysis was very helpful and thanked Management for the inclusion of this information. It was requested that this rate comparison be continued to be presented each year during the budget preparation going forward.

Moved and seconded

THAT the WUC 2021 Operating and Capital Budget- Presentation be RECEIVED.

**-CARRIED**

### **5.4 WUC 2021-2026 BUSINESS PLAN AND 2021 OPERATING AND CAPITAL BUDGET**

Moved and seconded

That the WUC 2021 – 2026 Business Plan and 2021 Operating and Capital Budgets BE RECEIVED;

AND THAT the WUC Schedule A for By-Law Number 94, including a 3.8% water rate increase consistent with the 6 year water plan submitted previously to the MOE, BE APPROVED effective January 1, 2021 as recommended by the WUC Audit and Finance Committee;

AND THAT hat the Windsor Utilities Commission annual commissioner remuneration BE APPROVED to increase by 2% from \$8,323 to \$8,489;

AND THAT the WUC 2021 – 2026 Business Plan and the 2021 Operating and Capital Budgets BE APPROVED as recommended by the WUC Audit and Finance Committee.

**-CARRIED**

## **5.5 WUC 2021 OPERATING BUDGET REVENUE SENSITIVITY**

A Commissioner inquired if there may be any infrastructure programs are expected to come forward to assist with the volume of capital projects. Management and the Chair indicated that there is some uncertainty regarding future government support. No programs have been yet confirmed. T. Ardivini identified that the City actively searches for programs for support and will report back to WUC if one is found. There was confirmation that City and WUC projects will be aligned as much as possible if an area of road work requires pipe maintenance or replacement to find cost savings.

Moved and seconded

THAT the Windsor Utilities Commission 2021 Operating Budget Revenue Sensitivity report BE RECEIVED.

**-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 In Camera Meeting Minutes of June 24, 2020**

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

### **6.2 Listing of Open Legal Matters: Semi-Annual Update (Q1/Q2 2020)**

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

### **6.3 Debt & Sinking Fund Restructuring**

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

6.4 Fluoride Legal Opinion

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

6.5 Lead Services Report

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

6.6 Director Evaluations – Update Report

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

6.7 Executive Succession Planning

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

**-CARRIED**

The In Camera session commenced at 11:30 a.m.

The In Camera session concluded at 11:47 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 June 24, 2020 be approved.

**-CARRIED**

Moved and seconded

That the Listing of Open Legal Matters: Semi-Annual Update (Q1/Q2 2020) report be received.

**-CARRIED**

Moved and seconded

That the Debt & Sinking Fund Restructuring report be received.

**-CARRIED**

Moved and seconded  
That the Fluoride Legal Opinion report be received.

**-CARRIED**

Moved and seconded  
THAT the Lead service legal opinion BE RECEIVED for information;

AND THAT ENWIN Management be directed to continue to support the corrosion control program previously approved and commissioned by WUC.

**-CARRIED**

Moved and seconded  
THAT the Director Evaluations Update Report BE RECEIVED as recommended by the Governance Committee;

AND THAT based on the recommendations of the Governance Committee, that the Board instruct Management to work to optimize the length of the overall Committee and Board Surveys without compromising the efficacy of the evaluations, with such revised surveys to be brought to the Governance Committee and Board for approval prior to implementation;

AND THAT based on the recommendations of the Governance Committee, that the Board instruct Management to work to provide an on-line solution for delivery and submission of completed surveys;

AND THAT based on the recommendations of the Governance Committee, that the Board instruct Management to implement the following frequency of surveys for WUC Committees and the Board to coincide with the municipal election cycle.

Year	Comments	Example
Election Year	Typically in Q4 of the year. Only a Board evaluation would be conducted in this year.	<b>2022</b>
Year 1 following election year	No board or committee evaluations. Normally, the Board would be struck in Q1 of this year.	<b>2023</b>
Year 2 following election year	Board evaluation only	<b>2024</b>
Year 3 following election year	Committee evaluations only	<b>2025</b>
Election Year	Board evaluation only	<b>2026</b>

**-CARRIED**

Moved and seconded  
THAT the Executive Succession Planning Report be RECEIVED.

**-CARRIED**

**OTHER BUSINESS**

None.

**MEETING TERMINATION**

Moved and seconded  
That the meeting be terminated.

**-CARRIED**

Meeting terminated at 11:47 a.m.

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Recording Secretary

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Board Chair