

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, FEBRUARY 20, 2019**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, February 20, 2019, in the Boardroom at 787 Ouellette Avenue, Windsor, Ontario.

ATTENDANCE

Commissioners: Jim Drummond (Chair), Drew Dilkens, Doug Lawson, Rocco Lucente, Egidio Sovran

Regrets: N/A

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 Customer Service Rob Spagnuolo, Director of Human Resources Suzanne Leonard, Director of Water Distribution David Melnyk, Director of Water Engineering Chris Manzon, Director of Hydro Engineering Marvio Vinhaes, Manager of Corporate Communications & PR Barbara Peirce-Marshall, and Assistant Corporate Secretary and Recording Secretary Stephanie Wrixon

Guests: Paul Macklem, Citizen; Tony Ardovini, City of Windsor; Cynthia Swift, KPMG; and Carmen Bang, 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 10:55 a.m.

No conflicts were declared.

CHANGES TO AGENDA

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Agenda Content:

At Management's recommendation, the Chair made a motion pursuant to s. 9¹ of WUC Procedural By-Law 93 to amend the in-camera communications agenda to add a new report, thereby waiving s. 28 of WUC Procedural By-Law 93 relating to agenda notice.

Moved and seconded

That the WUC amend the in-camera communications agenda to add a new item, District Energy Windsor (DEW) Verbal Update, and

That the WUC waive the application of s. 28 of WUC Procedural By-Law #93 pursuant to s. 9 of same.

-CARRIED

Agenda Order:

The Chair recommended amending the order of business, such that the in-camera session be brought forward on the agenda for the convenience of a Commissioner.

Moved and seconded

That the order of business be amended to bring forward the in-camera session.

-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 District Energy Windsor (DEW) Verbal Update
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 Fluoride Report
s. 239(2)(f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose
- 6.3 Listing of Open Legal matters: Semi-Annual Update (Q3/Q4 2018)
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board
- 6.4 ENWIN Water Division Collective Agreement Contract Ratification – Confirmation and Ratification Report
s. 239(2)(d) labour relations or employee negotiations

¹ "The Commission may, by a two thirds (2/3) vote of Commissioners present at a meeting, temporarily waive the application of any applicable rule or procedural principle."

The In Camera session commenced at 10:57 AM

-CARRIED

The In Camera session concluded at 11:32 AM

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 District Energy Windsor (DEW) verbal update be received; and,
That management be instructed to proceed on the direction of the Commission regarding the District Energy Windsor (DEW) verbal update.

-CARRIED

Moved and seconded
That the Fluoride report be received.

-CARRIED

Moved and seconded
That the Listing of Open Legal Matters: Semi-Annual Update (Q3/Q4 2018) report be received.

-CARRIED

Moved and seconded
That the ENWIN Water Division Collective Agreement Contract Ratification – Confirmation and Ratification report be received.

-CARRIED

CONSENT AGENDA

Moved and seconded

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

- 3.1 WUC Board Public Meeting Minutes of November 14, 2018 be approved.

-CARRIED

COMMUNICATIONS AGENDA

A board member complimented the President & CEO report, noting that the selection of attachments was very appropriate.

The VP of Water Operations introduced Chris Manzon, the new Director of Water Engineering. The VP of Water Operations also advised that the George Avenue Reservoir may be commissioned next week, subject to leak testing and disinfection.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 ENWIN Group President & CEO Report be received.
- 4.2 Water Operations Report be received.
- 4.3 VP Shared Services Report be received.
- 4.4 Corporate Communications & Public Relations Report be received.
- 4.5 ENWIN Utilities Ltd. Annual Certificate of Compliance with Water System Operating Agreement (“WSOA”) be received.
- 4.6 2018/2019 Insurance Renewal Summary be received.
- 4.7 MECP Inspection Results be received.
- 4.8 Strategic Plan Implementation – January 2019 Progress Report be received.
- 4.9 EWU Group and WUC 2019 Meeting Dates – be received.
- 4.10 WUC 2019 Agenda Work Plans – be received.
- 4.11 WUC Initiatives Tracking Report – be received.

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 Windsor Utilities Commission Audit Planning Report - 2018

Cythia Swift gave a high level overview of the audit plan.

Moved and seconded

That the WUC Audit Planning Report for December 31, 2018 BE RECEIVED.

-CARRIED

5.2 Property, Plant and Equipment (PP&E) and Intangible Asset Policy

That the Property, Plant and Equipment (PP&E) and Intangible Asset Policy BE APPROVED.

-CARRIED

5.3 Variance to the WUC 2019 Capital Budget

Moved and seconded

That management be authorized to overspend the approved 2019 Capital budget by **\$1.1M** for a total 2019 capital spend of **\$29M** in order to support the deferred phase of the Vista Project, Tranby valve replacement, stand-by generator excitation controls, pump station vacuum systems, rotork valves and ozone treatment analyzers.

-CARRIED

5.4 Privacy Policy

Moved and seconded

THAT the Privacy Policy and Privacy Statement BE RECEIVED AND APPROVED; and, THAT the MFIPPA requirements are met and the principles of PIPEDA are followed.

-CARRIED

5.5 Appointment of a Privacy Officer

The Chair recommended that the appointment of a privacy officer also occur at the next WUC AGM.

Moved and seconded

THAT any and all previous appointments of an MFIPPA Head and delegations of a Privacy Officer be rescinded; and,

THAT the Chairperson of the Board of Commissioners, as amended from time to time, be designated the "Head" for purposes of the MFIPPA; and,

THAT the Director of Customer Service for ENWIN Utilities Ltd., acting in the capacity of Privacy Officer for ENWIN Utilities Ltd., be delegated all of the powers and duties granted or vested in the "Head"; and,

THAT in the absence of the Director of Customer Service for ENWIN Utilities Ltd, the ENWIN Utilities Ltd. Corporate Secretary, acting in the capacity of Privacy Officer for

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ENWIN Utilities Ltd., be delegated all of the powers and duties granted or vested in the “Head” in this circumstance; and,

THAT certain non union and management employees as recommended by the President & CEO within this report, receive annual or bi-annual training (subject to budget/legislative change) in regard to PIPEDA, MFIPPA and privacy in general and provide support to the designated Privacy Officer as may be required from time to time; and,

THAT a privacy officer be again appointed at the next WUC AGM.

-CARRIED

The Chair thanked the board members for their work as Commissioners over the last four years.

MEETING TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

Meeting terminated at 11:47 a.m.

Recording Secretary

Chair