

**WINDSOR UTILITIES COMMISSION  
GOVERNANCE COMMITTEE MEETING  
PUBLIC MEETING MINUTES  
WEDNESDAY, MARCH 31, 2021**

A public meeting of the Windsor Utilities Commission Governance Committee was held on Wednesday, March 31, 2021 via Zoom Conference call due to the COVID 19 pandemic, the ENWIN offices remain closed to the public.

**ATTENDANCE**

Committee Commissioners: Kieran McKenzie (Chair), Mario Sonogo, Julian Hawkins

Absent: None

Management: President & CEO H. Reidel, VP Corporate Services and CFO M. Carlini, VP Water Operations G. Rossi, VP Hydro Operations J. Brown, VP Customer Operations, VP Business Development K. Taylor, VP Customer Care & Corporate Operations and Corporate Secretary P. Gleason, Director Human Resources J. Damphouse, and Governance and Records Coordinator and recording secretary A. Pelaccia.

**CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST**

The Chair noting quorum called the public meeting to order at 11:00 a.m.

No conflicts of interest were declared.

**CONSENT AGENDA**

Moved and seconded

That the following Consent Agenda item be approved as recommended:

- 3.1 WUC Governance Committee Meeting Public Minutes of October 28, 2020

**-CARRIED**

**COMMUNICATIONS AGENDA**

The Committee reviewed the WUC Governance Committee Work Plan.

The Chair of the Committee discussed Board member recruitment and if there is a strategy to ensure diversity and inclusion for recruitment moving forward.

The Vice President Customer Care & Corporate Operations and Corporate Secretary reviewed the process of Board member recruitment from the previous recruitment cycle in early 2019. He indicated that a competency matrix was developed to focus on skills and abilities. The competency matrix was provided to the Committee members after the previous WUC Governance Committee meeting.

The President and CEO indicated that the WUC Governance Committee can review strategies for inclusive recruitment in Spring 2021, working toward the next recruitment cycle. Strategies for recruitment may be put in place regarding blind recruitment. Management confirmed that this will be included on the WUC Governance Committee initiatives tracker for the Committee's consideration.

She noted that the Human Resource Department is also working to complete diversity training with staff, as well as the Boards.

The Committee members confirmed that these diversity efforts were fully supported.

Moved and seconded

That the following Communications Agenda items be received.

4.1 WUC Committee and Board Meeting Schedule 2021

4.2 Windsor Utilities Commission Governance Committee Work Plan

**-CARRIED**

## **ENWIN EXECUTIVE REPORTS**

### **5.1 DIRECTOR EVALUATIONS AND DIRECTOR RECRUITMENT**

Management reviewed the current evaluation and recruitment processes in place and the upcoming change to electronic polling for 2021 Director evaluations.

A Committee Member discussed the importance of diversity considerations for Director recruitment. The Committee supported the use of the EDI matrix for the best possible candidates to be considered, and requested that the City of Windsor Diversity Committee be engaged to review the recruitment process.

Committee Members discussed the composition of the Committees and Boards as well as the opportunities for additional members, acknowledging governance requirements and budgetary impacts.

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Moved and seconded

THAT the Director Evaluations and Director Recruitment report BE RECEIVED and recommended to the Board of Commissioners for receipt;

AND, THAT the revised representative examples of the board and committee self-evaluation surveys attached at Appendices A through C are recommended to the Board of Commissioners for APPROVAL;

AND, THAT Management bring forward diversity goals within the recruitment process for review with the City of Windsor Diversity Committee, subject to discussion with the City Clerk, and that any further recommendations be brought back to the Commission.

**-CARRIED**

## **5.2 WHISTLEBLOWER POLICY - UPDATE**

The President & CEO reviewed the proposed changes that were recommended by the Committee. The requested revisions were addressed to the satisfaction of the Committee.

Moved and seconded

THAT the Whistleblower Policy Update report be received;

AND, THAT the Governance Committee recommend that the WUC Board APPROVE and ADOPT the updates to the Whistleblower Policy which are attached at Appendix A to this report.

**-CARRIED**

## **IN CAMERA SESSION**

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

The In Camera session concluded at 11:34 a.m.

## **RESUME PUBLIC MEETING SESSION**

Moved and seconded

That the Committee 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 WUC Governance Committee In Camera Meeting Minutes of October 28, 2020 be approved as recommended.

**-CARRIED**

## **OTHER BUSINESS**

None noted.

## **MEETING TERMINATION**

Moved and seconded

That the meeting be terminated.

**-CARRIED**

Meeting terminated at 11:35 a.m.

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Recording Secretary

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Chair