

**WINDSOR UTILITIES COMMISSION
GOVERNANCE COMMITTEE MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, OCTOBER 28, 2020**

A public meeting of the Windsor Utilities Commission Governance Committee was held on Wednesday, October 28, 2020 via Zoom Conference call due to the COVID 19 pandemic, the ENWIN offices remain closed to the public.

ATTENDANCE

Committee Commissioners: Keiran 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 & COO J. Wladarski, Director of Regulatory Affairs and Corporate Secretary P. Gleason 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 10:37 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 September 9, 2020

-CARRIED

COMMUNICATIONS AGENDA

The Committee reviewed the WUC Governance Committee Work Plan.

WUC GOVERNANCE COMMITTEE
Public Meeting Minutes
October 28, 2020

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 Director of Regulatory Affairs 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 2020
- 4.2 WUC Committee and Board Meeting Schedule 2021
- 4.3 Windsor Utilities Commission Governance Committee Work Plan

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 WUC GOVERNANCE DOCUMENTS REVIEW

The President and CEO reviewed the report with the Committee. Two areas of the Governance Committee Charter were recommended to be updated regarding frequency of meetings and as well as in camera discussions.

Moved and seconded

THAT the Governance Committee recommend to the Board of Commissioners, that Article 7 (a) and 7 (f) of the Governance Committee charter be deleted and be replaced with the following articles:

WUC GOVERNANCE COMMITTEE
Public Meeting Minutes
October 28, 2020

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

IN CAMERA SESSION

The In Camera session commenced at 10:55 a.m.

The In Camera session concluded at 10:56 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 September 9, 2020 be approved as recommended.

-CARRIED

OTHER BUSINESS

The President and CEO gave a brief update regarding construction at the Rhodes location. The project is progressing well and staff have begun to move in to their respective areas as they are completed. It was confirmed that the boardroom is

WUC GOVERNANCE COMMITTEE
Public Meeting Minutes
October 28, 2020

expected to be completed shortly. The Chair of the Board will be reviewing next steps and deciding if upcoming meetings will be conducted in person or virtually during the pandemic.

Once the construction is completed, Board and Commission members will be invited for a tour of the location.

MEETING TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

Meeting terminated at 11:00 a.m.

Recording Secretary

Chair