

**WINDSOR UTILITIES COMMISSION  
GOVERNANCE COMMITTEE MEETING  
PUBLIC MEETING MINUTES  
WEDNESDAY, SEPTEMBER 9, 2020**

A public meeting of the Windsor Utilities Commission Governance Committee was held on Wednesday, September 9, 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 10:32a.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 9, 2019

**-CARRIED**

**COMMUNICATIONS AGENDA**

The Committee reviewed the WUC Governance Committee Work Plan.

Moved and seconded

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That the Competency Matrix for Board Member selection be provided to the Committee members by ENWIN's Corporate Secretary, and reviewed by the Committee in October 2020.

Moved and seconded

That the following Communications Agenda items be received.

4.1 Windsor Utilities Commission Governance Committee Work Plan

**-CARRIED**

## **ENWIN EXECUTIVE REPORTS**

### **5.1 Proposed Amendments to WUC By-law Number 93 to allow for electronic meeting participation**

The proposed amendments to WUC By-Law Number 93 were reviewed and discussed by the Committee. It was noted that the proposed amendments mirrored the amendments brought forward by the City of Windsor.

The Committee supported allowing electronic participation in meetings and recommended the following:

- Virtual meetings may apply at the discretion of the Committee or Board.
- The Corporate Secretary is not required to be present in person for virtual meetings.
- Delegations shall be offered virtually. The timelines for requests and submissions shall be 4:00pm on Monday to align with the City of Windsor policy.
- Recorded voting is at the discretion of the Chair. Dissenting Commissioners can always request their vote be recorded in the meeting minutes.

Moved and seconded

THAT the Governance Committee RECOMMEND the amendments to WUC's Procedure By-law #93, with the inclusion of the requested amendments outlined, above, to the Commission for approval 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, with the relevant amendments to the Municipal Act attached as Appendix "A"; and further,

THAT the necessary amending by-law 93A-2020 BE RECOMMENDED to the Commission for approval, including the recommended amendments.

**-CARRIED**

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## **IN CAMERA SESSION**

Moved seconded

Pursuant to the Municipal Act section 239 (2), that the Committee be directed to move in camera for the purpose of consideration of the following item of business:

### 6.1 Director Evaluations (enclosed under separate cover)

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

**-CARRIED**

The In Camera session commenced at 11:17 a.m.

The In Camera session concluded at 11:23 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 Director Evaluations Report be RECEIVED, and recommended to the Board for RECEIPT;

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

AND THAT the Governance Committee recommends that the Board instruct Management to propose the frequency of surveys for WUC Committees and the Board to coincide with the municipal election cycle.

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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**

### **OTHER BUSINESS**

The Committee provided well wishes and congratulations to the VP of Business Development & COO on his upcoming retirement.

The Committee discussed the option of including another Committee Member to ensure quorum, as the group has 3 Members. The Committee did not feel this was required at this time.

### **MEETING TERMINATION**

Moved and seconded  
That the meeting be terminated.

**-CARRIED**

Meeting terminated at 11:28 a.m.

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Recording Secretary

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Chair