

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, SEPTEMBER 28, 2022**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, September 28, 2022, at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE

Commissioners: Doug Lawson, Julian Hawkins, Jim Morrison, Mario Sonego, Jeewen Gill, Egidio Sovran [Chair], Kieran McKenzie

Management: President & CEO H. Reidel; VP Business Development Kris Taylor; VP Corporate Services & CFO M. Carlini; VP Water Operations G. Rossi; VP Customer Care & Corporate Operations, P. Gleason; Manager Corporate Communications & Public Relations C. Beliciu, Coordinator of Corporate Initiatives, N. Anderson; Director of Regulatory Affairs and Corporate Secretary, C. Bebbington; Director of Information Technology M. Vinhaes; Director of Procurement and Supply Chain, Renee McIntyre; Director of Customer Service, R. Spagnuolo; Director Finance, G. Boose; Controller, B. Pougnet; Director of Water Operations, D. Melnyk; Director of Engineering (Water), C. Manzon; Manager of Water Operations, D. Mustac; Governance and Records Coordinator, A. Pelaccia.

Guests: Tony Ardovini, City of Windsor

Regrets: Drew Dilkens

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair, noting quorum, called the meeting to order at 11:00 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 Special Joint Meeting of WUC and Union Water Supply System
Joint Board of Management Minutes of June 15, 2022
- 3.2 WUC Board Public Meeting Minutes of June 22, 2022

-CARRIED

COMMUNICATION AGENDA

The Chair of the WUC Governance Committee provided a summary of the meeting on August 22, 2022. He provided an update regarding recruitment for the Commissioners and thanked the Committee and Management for their commitment to increasing equity and diversity on the Commission.

A Commissioner asked about details of the application process, including the timeframe for applications and how to apply. Management confirmed that the City is posting the application on their website and submissions are requested through the City's online portal. The details about qualifications and applications are also available by hardcopy through the City. The Striking Committee is expected to sit in February and the current terms allow for the current Commission to sit until their successors are appointed.

As result of the process moving forward through the City, the Commission agreed to cancel the remaining Governance Committee meetings dedicated to recruitment for the month of October.

The Chair of the WUC Audit and Finance Committee provided a summary of the meeting from September 14, 2022.

The President & CEO reviewed item 4.5, September 2022 ENWIN President & CEO Report. Congratulations were provided to the Water team for leading a successful Doors Open event at the Water Treatment Plant, where more than 400 members of the community toured the building. A new phone system was recently installed successfully without any issues. The new system will provide customers more functionality on their phones.

The VP of Corporate Services & CFO reviewed item 4.8, WUC Sinking Fund Update. Commissioners inquired about the results, skewing of profits, and timing. The VP of Corporate Services CFO noted the recommendation of the Audit and Finance Committee to stay the course and continue to closely monitor. Management will continue to work closely with the Fund Manager.

A Commissioner inquired about item 4.12, Contract Approval Summary- Water, and asked about the process for evaluation and award. Management reviewed the current process for approvals and responded to the satisfaction of the Board.

A Commissioner inquired about item 4.14, Strategic Plan Implementation – September 2022 Update, and asked about the roof refurbishment project. Management identified that

the building was built in the 1990s, and the roof remained in the current budget for updates. Substantial engineering review was undertaken to ensure the roof will be structurally sound.

Moved and seconded

That the following In Camera Communication Agenda items be received as recommended:

- 4.1 Report of the Chair of the WUC Governance Committee (*Verbal Report*)
- 4.2 Draft WUC Governance Committee Meeting Minutes of August 22, 2022
- 4.3 Report of the Chair of the WUC Audit and Finance Committee (*Verbal Report*)
- 4.4 Draft WUC Audit and Finance Committee Meeting Minutes of September 14, 2022
- 4.5 September 2022 ENWIN President & CEO Report
- 4.6 WUC Financial and Corporate Compliance for Quarter Ending Q2, 2022
- 4.7 WUC Q2 2022 Financial Review
- 4.8 WUC Sinking Fund Update
- 4.9 Water Operations
- 4.10 Annual Water Audit Reports
- 4.11 MECP Audit Report
- 4.12 Contract Approval Summary – Water
- 4.13 Customer Care & Corporate Operations
- 4.14 Strategic Plan Implementation – September 2022 Update
- 4.15 Records Management System Modernization Project Update
- 4.16 WUC Board of Commissioners Annual Work Plan
- 4.17 WUC Initiatives Tracking
- 4.18 ENWIN Corporate Entities and WUC 2022 Meeting Dates

-CARRIED

EXECUTIVE REPORTS

5.1 PROPERTY, PLANT & EQUIPMENT (PP&E) AND INTANGIBLE ASSET POLICY (CAPITALIZATION POLICY)

THAT the Property, Plant and Equipment (“PP&E”) and Intangible Asset Policy (Capitalization Policy) report BE RECEIVED for information;

AND THAT the Property, Plant and Equipment (“PP&E”) and Intangible Asset Policy attached in Appendix A BE ADOPTED.

-CARRIED

5.2 WORKING FOR WORKERS ACT, 2022; BILL 88- WRITTEN POLICY ON ELETRONIC MONITORING

A Commissioner inquired if there expects to be push back from staff regarding the new policy. The VP of Customer Care and Corporate Operations indicated that there is no expected negative feedback, as the policy has been in place for years, and has been updated to reflect the changes in legislation. Transparency regarding these changes and legislation are communicated out to the staff for their awareness.

Moved and seconded

That the Working for Workers Act, 2022; Bill 88 – Written Policy on Electronic Monitoring report BE RECEIVED for information;

AND, THAT the Electronic Monitoring and Information Technology Acceptable Use Policy, which is attached at Appendix A BE APPROVED and ADOPTED.

-CARRIED

5.3 2023 BOARD AND COMMITTEE MEETING SCHEDULE

Moved and seconded

THAT the proposed 2023 Board and Committee Meeting Schedule BE APPROVED and IMPLEMENTED.

-CARRIED

5.4 RECRUITMENT AND SELECTION OF WUC COMMISSIONERS

A Commissioner inquired how the process supports equity seeking groups. Management confirmed that candidates can self-identify as part of an equity seeking group. The competency matrix used to score candidates will rank candidates based on experience, as well as a column for self-identification of an equity seeking group. Evaluation is done on a competency basis, and equity is reviewed in the case of a tie breaker. Management also confirmed that an outside consultant is planned to review and rank the candidates after applications are provided back from the City. This creates a nonpartisan review of

candidates and ensures the ranking remains impartial. Ultimately, the City of Windsor Striking Committee will make the final decision for membership.

Moved and seconded

THAT the Recruitment and Selection of WUC Commissioners report BE RECEIVED for information.

-CARRIED

5.5 ASSET MANAGEMENT PLAN

Moved and seconded

THAT the Asset Management Plan report BE APPROVED.

-CARRIED

5.6 PRESENTATION – WUC 2023 OPERATING AND CAPITAL BUDGETS

The VP of Corporate Services & CFO provided a presentation on the WUC 2023 Operating and Capital Budget, concentrating on financial highlights, trends, consumption, operating expenses, capital expenditures, and the future outlook.

Moved and seconded

That the Presentation - WUC 2023 Operating and Capital Budgets including the Operating and Capital Budgets report BE RECEIVED.

-CARRIED

5.7 WUC 2023 BUSINESS PLAN INCLUDING THE OPERATING AND CAPITAL BUDGET

Commissioners inquired if rates were high in comparison to the rest of the community and the year-over-year change in rates. Management confirmed that other comparators in Essex County remain within a few dollars of WUC's rates, and WUC remains mid-range in a provincial rate comparison. Management informed the Commission that in the past, WUC would intentionally keep rates low without supporting the infrastructure and the capital expenditures to ensure the system remains viable. This has placed WUC in a position to avoid costly repairs and now require investment to support the system. Management confirmed the commitment to continue to look for efficiencies to lower rates while balancing the needs to invest where required.

Moved and seconded

That the WUC 2023 Business Plan including the Operating and Capital Budgets report BE RECEIVED;

That the WUC Schedule A for By-Law Number 94, including a 3.8% water rate increase, BE APPROVED effective January 1, 2023 as recommended by the WUC Audit and Finance Committee.

That the WUC Miscellaneous Charge Schedule for By-Law Number 94 BE APPROVED effective January 1, 2023 as recommended by the WUC Audit and Finance Committee.

That the Windsor Utilities Commission annual commissioner remuneration BE APPROVED to increase by 2% from \$8,659 to \$8,832, subject to submission to and alternative comment by Windsor Canada Utilities Ltd.

That the WUC 2023 Operating and Capital Budgets BE APPROVED as recommended by the WUC Audit and Finance Committee.

-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 of Commissioners Meeting In Camera Minutes of June 22, 2022
s. 239(2)(i) scientific, technical, commercial, financial or labour relations information, supplied in confidence to the board, which if disclosed could reasonably be expected to prejudice significantly the competitive position of a person or organization.

6.2 Draft WUC Governance Committee In Camera Meeting Minutes of August 22, 2022
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.

6.3 WUC Open Legal Actions: Semi-Annual Update (as of June 30, 2022)
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.

6.4 RFP - Temporary Employment Services – Contract Award
s. 239(2)(i) scientific, technical, commercial, financial or labour relations information, supplied in confidence to the board, which if disclosed could reasonably be expected to prejudice significantly the competitive position of a person or organization.

6.5 Cyber Security Update
s. 239(2)(a) the security of the property of the municipality or local board.

6.6 Utilities Locate Service Update
s. 239(2)(i) scientific, technical, commercial, financial or labour relations information, supplied in confidence to the board, which if disclosed could reasonably be expected to prejudice significantly the competitive position of a person or organization.

6.7 RFP #2022-047 - Engineering Services for Central Corridor Feedermain
Design & Construction*

s. 239(2)(i) scientific, technical, commercial, financial or labour relations information, supplied in confidence to the board, which if disclosed could reasonably be expected to prejudice significantly the competitive position of a person or organization.

6.8 LaSalle Water Agreement

s. 239(2)(i) scientific, technical, commercial, financial or labour relations information, supplied in confidence to the board, which if disclosed could reasonably be expected to prejudice significantly the competitive position of a person or organization.

6.9 Contract Award: RFP 2022-036 Engineering Services for the Old Treatment
Plant (OTP) Demolition, Re-design, and Construction Oversight

s. 239(2)(i) scientific, technical, commercial, financial or labour relations information, supplied in confidence to the board, which if disclosed could reasonably be expected to prejudice significantly the competitive position of a person or organization.

-CARRIED

The In Camera session commenced at 12:12 p.m.

The In Camera session concluded at 12:32 p.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 22, 2022 be approved.

-CARRIED

Moved and seconded

That the Windsor Utilities Commission Draft WUC Governance Committee In Camera Meeting Minutes of August 22, 2022 be received.

-CARRIED

Moved and seconded
That the WUC Open Legal Actions: Semi-Annual Update (as of June 30, 2022) be received.

-CARRIED

Moved and seconded
RFP - Temporary Employment Services – Contract Award be received.

-CARRIED

Moved and seconded
That the Cyber Security – Update report be received.

-CARRIED

Moved and seconded
That the Utilities Locate Service Update report be received.

-CARRIED

Moved and seconded
That the RFP #2022-047 - Engineering Services for Central Corridor Feedermain Design & Construction report be received.

-CARRIED

Moved and seconded
That the LaSalle Water Agreement report be received for information, and approved as recommended.

-CARRIED

Moved and seconded
That the Contract Award: RFT 2022-036 Engineering Services for the Old Treatment Plant Demolition, Re-design, and Construction Oversight report be received for information, and approved as recommended.

-CARRIED

OTHER BUSINESS

None noted.

MEETING TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

Meeting terminated at 12:33 p.m.

Recording Secretary

Board Chair