

**ENWIN UTILITIES LTD.**  
**BOARD OF DIRECTORS MEETING**  
**PUBLIC MEETING MINUTES**

**WEDNESDAY, APRIL 27, 2022**

A public meeting of the ENWIN Utilities Ltd. Board of Directors was held on Wednesday, April 27, 2022 via Zoom Conference call; due to the COVID 19 pandemic, the ENWIN office remain closed.

**ATTENDANCE:**

Directors: Drew Dilkens (Chair), Jo-Anne Gignac, Leo Muzzatti, Abe Taqtaq, Gregory Ioanidis, Garnet Fenn.

Management: President & CEO H. Reidel, VP Business Development Kris Taylor, VP Water Operations G. Rossi, VP of Corporate Services and CFO M. Carlini, VP Hydro Operations J. Brown, Director Engineering (Water) C. Manzon; Director Water Operations D. Melnyk, Manager Corporate Communications & Public Relations C. Beliciu, Director Human Resources J. Damphouse, Director of Finance G. Boose, Director of Customer Service R. Spagnuolo, Director of Procurement and Supply Chain, R.McIntyre, Director of Regulatory Affairs and Corporate Secretary C. Bebbington, Controller H. Malcolm, Coordinator of Corporate Initiatives N. Anderson, Governance and Records Coordinator A. Pelaccia.

Guests: Cynthia Swift, KPMG

Regrets: None

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

The Chair noting quorum called the meeting to order at 9:00 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 That the EWU Board Public Meeting Minutes of February 16, 2022 be approved.
- 3.2 THAT the contract for the Fluoridation System Installation at the A. H. Weeks Water Treatment Plant BE APPROVED and AWARDED to Front Construction for \$812,200 plus HST.
- 3.3 THAT the EWU board APPROVE increasing the Wood Environmental & Infrastructure Solutions contract by \$466,523 plus HST to support the 2023 watermain replacement program.

**-CARRIED**

### **COMMUNICATION AGENDA**

The Chair of the EWU Governance & HR Committee provided a summary of the Committee's discussions of the meeting on March 28, 2022.

The Chair of the EWU Audit & Finance Committee provided a summary of the Committee's discussions of the meeting on April 13, 2022.

The President & CEO reviewed item 4.5, Q2-2022 ENWIN President & CEO Report. A Board member inquired about changes to the OEB's Cost Allocation Model, what that meant for EWU's costs, and whether EWU advised the public of these costs. The Director of Regulatory Affairs indicated that customers receive information pamphlets with their bills related to regulatory charges, and additional information will be provided to the Board about the Cost Allocation Model in the next Regulatory Affairs report.

The VP of Water Operations reviewed item 4.8, Water Operations. He noted that provincial inspectors can now write orders and institute fines, although this is low risk based upon past performance, and a robust internal quality management process. Board members also discussed supply chain issues relating to cable.

With respect to item 4.16, a Board member asked how long EWU would require to implement a new Time-of-Use ("TOU") rate if required. The Director of Customer Service & Privacy Officer indicated that ideally EWU would have 6 months to implement the necessary changes, but it could implement the TOU rate with less time if necessary.

The President & CEO requested that any recommended changes or updates to current Commissioner credentials regarding 2021 Annual Draft Reports be provided by Friday, April 29, 2022.

Moved and seconded

That the following Communication Agenda items be approved as recommended:

- 4.1 Report of the Chair of the EWU Governance & HR Committee  
*(Verbal Report)*
- 4.2 Draft EWU Governance & HR Committee Meeting Minutes of March

- 28, 2022
- 4.3 Report of the Chair of the EWU Audit & Finance Committee (*Verbal Report*)
  - 4.4 Draft EWU Audit & Finance Committee Meeting Minutes of April 13, 2022
  - 4.5 Q2-2022 ENWIN President & CEO Report
  - 4.6 Hydro Operations Report
  - 4.7 Contract Approval Summary – Hydro
  - 4.8 Water Operations Report
  - 4.9 Contract Approval Summary – Water
  - 4.10 2021 Annual Compliance Report Summary
  - 4.11 Customer Care & Corporate Operations Report
  - 4.12 2021 Annual Report Draft – Windsor Canada Utilities Ltd.
  - 4.13 2021 Annual Report Draft – Windsor Utilities Commission
  - 4.14 Strategic Plan Implementation – April 2022 Update
  - 4.15 Feminine Products in the Workplace- Update
  - 4.16 Regulatory Affairs Update
  - 4.17 WUC 2021 Development Charge Funds Request
  - 4.18 Windsor Utilities Commission 2021 Financial Review
  - 4.19 Windsor Utilities Commission (“WUC”) Audit Findings
  - 4.20 Windsor Utilities Commission 2021 Audited Financial Statements
  - 4.21 EWU Board of Directors Annual Work Plan
  - 4.22 ENWIN Corporate Entities and WUC 2022 Meeting Schedule

**-CARRIED**

## **ENWIN EXECUTIVE REPORTS**

### **5.1 SALE AND OTHER DISPOSITION OF LAND**

The President & CEO reviewed the report with the Board and noted that the Board would be required to approve any sales of properties through a regimented procedure.

Moved and seconded

THAT, the Board rescind the policy titled “Policy Governing Sale of Real Property” dated November 7, 2011;

AND, THAT the Board APPROVE and ADOPT the Sale and Other Disposition of Land policy attached at Appendix D with immediate effect.

**-CARRIED**

## **5.2 WORKING FOR WORKERS ACT, 2021**

The President & CEO noted that the proposed policy is recommended as a response to implemented provincial legislation and reviewed the report with the Board.

Moved and seconded

THAT the Working for Workers Act, 2021 report BE RECEIVED for information and BE RECOMMENDED to the ENWIN Utilities Ltd. Board of Directors for receipt.

AND, THAT the Right to Disconnect Policy which is attached at Appendix A BE RECOMMENDED to the ENWIN Utilities Ltd. Board of Directors for approval.

**-CARRIED**

## **5.3 CAPITAL BUDGET CHANGE**

A Board Member inquired about the Riverside Drive project delay and the associated costs and supply shortages. Management responded that the deferral of projects occurs at the City's request and ENWIN works within budget to shift priorities.

Moved and seconded

THAT the Capital Budget Change BE APPROVED as recommended by the EWU Audit and Finance Committee.

**-CARRIED**

## **5.4 INTERNAL AUDIT REVIEW**

Moved and seconded

That the Internal Audit Renewal report be RECEIVED.

AND THAT management extend the outsourced internal audit engagement with BDO Canada LLP for 2023 and 2024 and negotiate for the best pricing available with BDO Canada LLP BE APPROVED.

**-CARRIED**

## **5.5 ENWIN UTILITIES LTD. 2021 REGULATORY BALANCES**

Moved and seconded

THAT the ENWIN Utilities Ltd. 2021 Regulatory Balances BE RECEIVED.

**-CARRIED**

## **5.6 ENWIN UTILITIES LTD. 2021 FINANCIAL REVIEW**

Moved and seconded

THAT the ENWIN Utilities Ltd. 2021 Financial Review BE RECEIVD AND APPROVED.  
**-CARRIED**

## **5.7 ENWIN UTILITIES LTD. (“EWU”) AUDIT FINDINGS**

Cynthia Swift, of KPMG, noted a successful audit with full cooperation from Management. No audit or control deficiencies were found. A Board member asked about any new accounting standards, which Cynthia Swift answered to the Board's satisfaction.

At 9:12 a.m., a breakout room was provided for the Auditor and Board Members to discuss the audit privately. Commissioners returned to the meeting at 9:17 a.m.

The Auditor left the meeting at 9:18 a.m.

Moved and seconded

THAT the ENWIN Utilities Ltd. (“EWU”) Audit Findings report BE RECEIVED.  
**-CARRIED**

## **5.8 ENWIN UTILITIES LTD. 2021 AUDITED FINANCIAL STATEMENTS**

Moved and seconded

THAT the ENWIN Utilities Ltd. 2021 Audited Financial Statements BE APPROVED.

**-CARRIED**

## **IN CAMERA SESSION**

Moved and seconded

That the Board move to an In Camera session.

**-CARRIED**

The In Camera session commenced at 9:50 a.m.

The In Camera session concluded at 10:16 a.m.

**RESUME PUBLIC MEETING SESSION**

Moved and seconded  
That the Board move to resume the public meeting session.

**-CARRIED**

**OTHER BUSINESS**

None noted.

**TERMINATION**

Moved and seconded  
That the meeting be terminated.

**-CARRIED**

The meeting terminated at 10:16 a.m.

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Recording Secretary

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Board Chair