

**WINDSOR UTILITIES COMMISSION  
BOARD OF COMMISSIONERS MEETING  
PUBLIC MEETING MINUTES  
WEDNESDAY, APRIL 24, 2024**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, April 24, 2024, at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

**ATTENDANCE**

Directors: Kieran McKenzie (Chair), Egidio Sovran, Jim Morrison, Ed Sleiman, Gary Kaschak, Onorio Colucci, Robert Feldmann

Management: President & CEO G. Rossi; Chief Business Development Officer Kris Taylor; Chief Operating Officer- Water R. Spagnuolo; Chief Operating Officer - Hydro J. Brown; Chief Financial Officer M. Carlini; Chief Risk Officer P. Gleason; Chief People Officer M. Bonnici; Director Engineering (Water) C. Manzon; Director of Water Operations D. Melnyk; Manager of Water Construction and Design S. Johnson; Manager of Water Operations G. Switzer; Director of Hydro Engineering M. Vinhaes; Director of Information Technology M. Vinhaes; Director of Finance G. Boose; Director of Procurement and Supply Chain R. McIntyre; Director Regulatory Affairs C. Bebbington; Governance and Records Coordinator A. Pelaccia.

Guests: Cynthia Swift, KPMG

Regrets: Mario Sonego

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

The Chair, noting quorum, called the meeting to order at 12:50 p.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 WUC Board Public Meeting Minutes of February 21, 2024  
BE APPROVED.

**-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:

### 4.1 Bill S-211 Update

*s. 239(2)(f) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.*

### 4.2 Contract Approval – OTP Demolition

*s. 239(2)(i) a trade secret or scientific, technical, commercial, financial, or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization.*

### 4.3 WUC Board of Commissioners Meeting In Camera Minutes of February 21, 2024\*

*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.*

### 4.4 Report of the Chair of the WUC Audit and Finance Committee (Verbal Report)\*

*s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.*

### 4.5 Draft WUC Audit & Finance Committee In Camera Meeting Minutes of April 10, 2024\*

*s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.*

### 4.6 President and CEO: Strategic and Operational In Camera Report

*s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.*

### 4.7 Environmental Emergency Regulations Update

*s. 239(2)(f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose.*

### 4.8 Cyber Security Update\*

*s. 239(2)(a) the security of the property of the municipality or local board.*

**-CARRIED**

The In Camera session commenced at 12:51 p.m.

The In Camera session concluded at 1:41 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 THAT the WUC Board In Camera Meeting Minutes of February 21, 2024 BE APPROVED.

**-CARRIED**

Moved and seconded

THAT the Bill S-211 Update BE APPROVED as recommended.

**-CARRIED**

Moved and seconded

THAT the Contract Award – OTP Demolition report BE RECEIVED for information and approved as recommended.

**-CARRIED**

Moved and seconded

THAT Report of the Chair of the WUC Audit and Finance Committee BE RECEIVED as recommended.

**-CARRIED**

Moved and seconded

THAT the Draft WUC Audit & Finance Committee In Camera Meeting Minutes of April 10, 2024 BE RECEIVED.

**-CARRIED**

Moved and seconded

THAT the President and CEO: Strategic and Operational In Camera Report BE RECEIVED.

**-CARRIED**

Moved and seconded

THAT the Environmental Emergency Regulations Update BE RECEIVED.

**-CARRIED**

Moved and seconded

THAT the Cyber Security Update report be received.

**-CARRIED**

## **COMMUNICATION AGENDA**

The Chair of the Audit and Finance Committee provided a verbal review of 5.1, Report of the Chair of the WUC Audit and Finance Committee.

The President & CEO provided an overview of item 5.3, President and CEO: Strategic and Operational Report. He informed the Board that the new format of this report includes business operations details from the reports that had previously been brought to the Board by each Executive. The Commission inquired about the electric vehicle fleet project, and the readiness for the increase in electric vehicles. A Commissioner suggested working with the City as they electrify their fleet.

The Director of Regulatory Affairs reviewed item 5.4, Regulatory Affairs Update – Water. This new report captures regulatory water items that had previously been included in the Water Operations report and will now be managed by the Regulatory Department. The Chief Operating Officer – Water reviewed an adverse water event. The infrastructure was flushed and resampled and determined that the issue was not a systemic issue. A false positive may have been due to a sampling issue or lab error.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 5.1 Report of the Chair of the WUC Audit and Finance Committee (Verbal Report)
- 5.2 Draft WUC Audit and Finance Committee Meeting Minutes of April 10, 2024
- 5.3 President and CEO: Strategic and Operational Report
- 5.4 Regulatory Affairs Update – Water
- 5.5 Contract Approval Summary – Water
- 5.6 Contract Extension – Coagulant
- 5.7 2024-2028 Strategic Plan Progress
- 5.8 2023 Annual Report Draft – WUC
- 5.9 WUC Initiatives Tracking (Complete)

**-CARRIED**

## **EXECUTIVE REPORTS**

## **5.1 WUC 2023 FINANCIAL REVIEW**

Moved and seconded

THAT the WUC 2023 Financial Review report BE RECEIVED AND APPROVED.

**-CARRIED**

## **5.2 WUC 2023 AUDITED FINANCIAL STATEMENTS**

The Auditor reviewed the audited financial statements and confirmed a clean audit was conducted with no deficiencies and full cooperation from Management.

Moved and seconded

THAT the WUC 2023 Audited Financial Statements report BE RECEIVED for information;

AND THAT the WUC 2023 Audited Financial Statements BE APPROVED.

**-CARRIED**

## **OTHER BUSINESS**

A Commissioner thanked ENWIN for their participation in the tree planting initiatives at ERCA on the weekend.

The Chair of the WUC A&F Committee discussed the WUC sinking fund and the royalties related to the sale of DEW. He summarized the discussion from the WUC A&F Committee meeting and noted that royalties can be invested in the sinking fund until needed and withdrawn without penalty at any time.

Moved and seconded.

THAT Management BE DIRECTED to include all royalties from the sale of the DEW in the WUC Sinking Fund.

## **MEETING TERMINATION**

Moved and seconded

That the meeting be terminated.

**-CARRIED**

Meeting terminated at 2:02 p.m.

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Recording Secretary

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Board Chair