

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, JUNE 26, 2024**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, June 26, 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, Mario Sonogo

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 People Safety and Culture R. Kemsley; Director of Hydro Distribution P. Jurgeneit; 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: None

Regrets: None

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair, noting quorum, called the meeting to order at 12:32 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 April 24, 2024

BE APPROVED.

-CARRIED

COMMUNICATION AGENDA

The Chair of the Audit and Finance Committee provided a verbal review of 4.3, Report of the Chair of the WUC Audit and Finance Committee.

The President & CEO provided an overview of item 4.4, President and CEO: Strategic and Operational Report. He welcomed the new Director of People, Safety and Culture, Rosana Kemsley, and Director of Hydro Distribution, Peter Jurgeneit to their new roles.

A Commissioner inquired if ENWIN has an employee suggestion box. Management confirmed that we do, but it does not have much uptake. A Commissioner suggested to look at opportunities for rewarding suggestions that lead to positive changes, which has been implemented at the City of Windsor. Management thanked the Commissioner for the suggestion.

A Commissioner thanked the President & CEO for his report for highlighting ENWIN's presence in the community.

Thanks were provided to all Commissioners who attended the Strategic Planning Session. A reminder was provided to complete the survey regarding the session.

The Director of Procurement & Supply Chain reviewed item 4.7, Purchasing Policy, and the associated changes to new and updated policy. A Commissioner inquired about the approval thresholds of the CEO. The proposed updates change the CEO approval threshold from a \$200,000 limit to a \$500,000 limit for the CEO. Management identified this change occurred to allow for opportunity to be nimble to manage daily operations. The Commissioner proposed reviewing this change to delineate a difference between budgeted and unbudgeted funds.

Another Commissioner asked what an auditor would advise if they reviewed the CEO approval limit. Management indicated that a review of comparable entities was conducted to provide some comparative examples. The expected response from an Auditor would be to review the growth and the changes to operations since the previous policy was first approved. A \$500,000 approval limit is expected to be well below materiality.

A discussion ensued by the Commission, and a proposal was made for the Purchasing Policy to include requirements that the CEO report back to the Board in an instance where the CEO's authority was exercised to approve unbudgeted expenses greater than \$25,000.

Moved and seconded

THAT the Purchasing Policy and Procedure report BE RECEIVED for information;

AND THAT the changes to the Purchasing Policy include a requirement for the CEO to report to the Board when sign off on unbudgeted expenses greater than \$25,000 has occurred;

AND THAT this proposed change be communicated to the ENWIN Utilities Ltd. Board.

-CARRIED

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 Report of the Chair of the WUC Governance Committee
- 4.2 Draft WUC Governance Committee Meeting Minutes of May 22, 2024
- 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 June 5, 2024
- 4.5 President and CEO: Strategic and Operational Report
- 4.6 WUC Financial and Corporate Compliance for Quarter Ending Q1 2024
- 4.8 Regulatory Affairs Update – Water
- 4.9 Contract Approval Summary – Water
- 4.10 2024-2028 Strategic Plan Progress
- 4.11 WUC Initiatives Tracking

-CARRIED

EXECUTIVE REPORTS

5.1 WUC Q1 2024 FINANCIAL REVIEW

The report was summarized by the Chair of the Audit & Finance Committee, noting that the Committee reviewed all materials at their previous meeting without concern.

Moved and seconded

THAT the WUC Q1 2024 Financial Review report BE RECEIVED AND 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:

6.1 WUC Board of Commissioners Meeting In Camera Minutes of April 24, 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.

6.2 Report of the Chair of the WUC Governance Committee (Verbal Report)

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

6.3 Draft WUC Governance Committee In Camera Meeting Minutes of May 22, 2024

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

6.4 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.

6.5 Draft WUC Audit & Finance Committee In Camera Meeting Minutes of June 5, 2024*

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

6.6 Cyber Security Update

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

6.7 Environmental Emergency Regulations Update

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

6.8 LaSalle Wholesale Supply Agreement Update

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.

6.9 2024 Enterprise Risk Management

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

6.10 WUC Commissioner Recruitment

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

-CARRIED

The In Camera session commenced at 1:03 p.m.

The In Camera session concluded at 1:19 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 April 24, 2024 BE APPROVED.

-CARRIED

Moved and seconded

THAT the Report of the Chair of the WUC Governance Committee BE RECEIVED.

-CARRIED

Moved and seconded

THAT the Draft WUC Governance Committee In Camera Meeting Minutes of May 22, 2024 BE RECEIVED.

-CARRIED

Moved and seconded

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

-CARRIED

Moved and seconded

THAT the Draft WUC Audit & Finance Committee In Camera Meeting Minutes of June 5, 2024 BE RECEIVED.

-CARRIED

Moved and seconded

THAT the Cyber Security Update report BE RECEIVED.

-CARRIED

Moved and seconded

THAT the LaSalle Wholesale Supply Agreement Update report BE RECEIVED.

-CARRIED

Moved and seconded

THAT the 2024 Enterprise Risk Management report BE APPROVED as recommended.

-CARRIED

Moved and seconded

THAT the WUC Commissioner Recruitment report BE APPROVED as recommended.

-CARRIED

OTHER BUSINESS

The Director of Regulatory Affairs noted that an online evaluation survey will be provided to all Commissioners on July 8. The survey will remain open August 12, and all Commissioners were encouraged to participate in advance of the closing date.

MEETING TERMINATION

Moved and seconded

That the meeting be terminated.

-CARRIED

Meeting terminated at 1:20 p.m.

Recording Secretary

Board Chair