

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, NOVEMBER 27, 2024**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, November 27, 2024, in person 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 Sonego

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 Customer Service January LaPlante-Lane; Director People Safety Culture R. Kemsley; Director of Information Technology M. Vinhaes; Director of Finance G. Boose; Director of Procurement and Supply Chain R. McIntyre; Director of Hydro Distribution P. Jurgeneit; Director Water Distribution D. Melnyk; Director Water Engineering C. Manzon; Director Regulatory Affairs C. Bebbington; Manager Risk & Governance A. Pelaccia.

Guests: None

Regrets: None

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair, noting quorum, called the meeting to order at 12:31 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 September 25, 2024
BE APPROVED.

-CARRIED

COMMUNICATION AGENDA

The Chair of the Governance Committee provided a verbal review of the reports that were discussed at the Committee meeting.

The Chair of the Audit and Finance Committee provided a verbal review of items discussed during the Committee meeting. For item 4.8, WUC Sinking Fund, he indicated that the Committee requested that Management review the current WUC Sinking Fund Investment Policy with the investment managers regarding the global asset mix. Management confirmed that they will work with Jarislowsky Fraser Limited to review and amend the investment policy and bring the Investment Managers back at the next meeting.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 Verbal Report of the Chair of the WUC Governance Committee
- 4.2 Draft WUC Governance Committee Meeting Minutes of October 30, 2024
- 4.3 Verbal Report of the Chair of the WUC Audit and Finance Committee
- 4.4 Draft WUC Audit and Finance Committee Meeting Minutes of November 13, 2024
- 4.5 President and CEO: Strategic and Operational Report
- 4.6 Regulatory Affairs Update – Water
- 4.7 WUC Financial and Corporate Compliance for Quarter Ending Q3 2024
- 4.8 WUC Sinking Fund
- 4.9 WUC Rate Benchmarking and Rate Structure
- 4.10 WUC Audit Planning Report - 2024
- 4.11 2024-2028 Strategic Plan Progress
- 4.12 WUC Initiatives Tracking

-CARRIED

EXECUTIVE REPORTS

5.1 WUC Q3 2024 FINANCIAL REVIEW

Moved and seconded

THAT the WUC Q3 2024 Financial Review report BE RECEIVED AND APPROVED.

-CARRIED

5.2 BY-LAW #96 – 2025 UPDATE

Moved and seconded

THAT the WUC Board of Commissioners APPROVE the By-Law #96 – 2025 Update per the recommendation made by the WUC Audit & Finance Committee.

-CARRIED

5.3 WUC/UWSS JOINT ADVISORY COMMITTEE

The Chair of the Committee called for appointees to be brought forward for consideration.

Moved and seconded

THAT the WUC/UWSS Joint Advisory Committee report BE RECEIVED for information as recommended by the Governance Committee.

AND THAT Robert Spagnuolo (Management), Councillor Kieran McKenzie (Elected Municipal Official Director), and Egidio Sovran (Independent Director) BE APPOINTED to the WUC/UWSS Joint Advisory Committee,

AND THAT Councillor Kieran McKenzie BE APPOINTED as Co-Chair of the WUC/UWSS Joint Advisory Committee, as recommended by the WUC Governance Committee

-CARRIED

5.4 2025 BOARD AND COMMITTEE MEETING SCHEDULE

Moved and seconded

THAT the proposed 2025 Board and Committee Meeting Schedule BE APPROVED and IMPLEMENTED.

-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 September 25, 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 October 30, 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 November 13, 2024

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

6.6 WUC Open Legal Actions: Semi-Annual Update (as of August 31, 2024)

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

6.7 WUC/EWU Duties for the City of Windsor Drinking Water System

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

6.8 Cyber Security Update

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

6.9 AI Governance

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

6.10 Board Evaluation Summary for Windsor Utilities Commission

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

-CARRIED

The In Camera session commenced at 12:41 p.m.

The In Camera session concluded at 1:03 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 WUC Board In Camera Meeting Minutes of September 25, 2024 BE APPROVED.

-CARRIED

Moved and seconded

THAT the verbal 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 October 30, 2024 BE RECEIVED.

-CARRIED

Moved and seconded

THAT the verbal 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 November 13, 2024 BE RECEIVED.

-CARRIED

Moved and seconded

THAT the WUC Open Legal Actions: Semi-Annual Update (as of August 31, 2024) report BE RECEIVED.

-CARRIED

Moved and seconded

THAT the WUC/EWU Duties for the City of Windsor Drinking Water System report BE RECEIVED.

-CARRIED

Moved and seconded

THAT the Cyber Security Update report BE RECEIVED.

-CARRIED

Moved and seconded

THAT the AI Governance report BE RECEIVED AND APPROVED as recommended.

-CARRIED

Moved and seconded

THAT the Board Evaluation Summary for Windsor Utilities Commission report BE RECEIVED.

-CARRIED

OTHER BUSINESS

The President & CEO invited the Board to upcoming events in December that ENWIN will be participating in, including Bright Lights Windsor and the City of Windsor Santa Parade. He indicated that all are welcome to attend.

He also noted that invites to the Chamber AGM will be provided to Board members to join the ENWIN table.

Best wishes were provided for the upcoming holiday season.

MEETING TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

Meeting terminated at 1:05 p.m.

Recording Secretary

Board Chair