

WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS ANNUAL GENERAL MEETING
PUBLIC MEETING MINUTES

WEDNESDAY, APRIL 24, 2024

The annual general 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, Mario Sonogo, 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: None

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

There being a quorum and proper notices received, the Chair called the meeting to order at 12:46 p.m.

CONSENT AGENDA

Moved and seconded

THAT the following Consent Agenda item be approved as recommended:

3.1 WUC Annual General Meeting Minutes of February 21, 2023

-CARRIED

ELECTIONS AND APPOINTMENTS**4.1 ELECT A CHAIR AND A VICE-CHAIR OF THE BOARD OF COMMISSIONERS**

The Chair called for nominations to the roles of Chair and Vice-Chair of the Windsor Utilities Commission.

The Commissioners nominated Kieran McKenzie to the role of Chair and Egidio Sovran to the role of Vice-Chair.

Moved and seconded

THAT Kieran McKenzie be appointed Board Chair AND THAT Egidio Sovran be appointed Board Vice-Chair.

-CARRIED

4.2 ELECT A CHAIR AND THE MEMBERS OF THE AUDIT & FINANCE COMMITTEE

The Chair called for nominations to the Windsor Utilities Commission Audit & Finance Committee.

The Commissioners nominated Jim Morrison, Onorio Colucci, Gary Kaschak, Robert Feldmann to the Windsor Utilities Commission Audit & Finance Committee.

The Chair called for the nomination of a Chair of the Windsor Utilities Commission Audit & Finance Committee.

The Commissioners nominated Egidio Sovran for the role of Chair of the Windsor Utilities Commission Audit & Finance Committee.

Moved and seconded

THAT Egidio Sovran be appointed Chair of the Audit & Finance Committee AND THAT the following Commissioners be appointed members of that Committee:

- *Commissioner Jim Morrison*

- *Commissioner Onorio Colucci*
- *Commissioner Gary Kaschak*
- *Commissioner Robert Feldmann*

-CARRIED

4.3 ELECT A CHAIR AND THE MEMBERS OF THE GOVERNANCE COMMITTEE

The Chair called for nominations to the Windsor Utilities Commission Governance Committee.

The Commissioners nominated Jim Morrison, Egidio Sovran, and Ed Sleiman to the Windsor Utilities Commission Governance Committee.

The Chair called for the nomination of a Chair of the Windsor Utilities Commission Governance Committee.

The Commissioners nominated Mario Sonego for the role of Chair of the Windsor Utilities Commission Governance Committee.

Moved and seconded.

THAT Mario Sonego be appointed Chair of the WUC Governance Committee AND THAT the following Commissioners be appointed members of that Committee:

- *Commissioner Egidio Sovran*
- *Commissioner Jim Morrison*
- *Commissioner Ed Sleiman*

-CARRIED

4.4 APPOINT WUC HEAD UNDER MFIPPA

Moved and seconded.

THAT the Appointing WUC Head under *MFIPPA* report BE RECEIVED for information.

AND THAT the Windsor Utilities Commission Chair BE APPOINTED as head of the Windsor Utilities Commission pursuant to section 3(2) of the *Municipal Freedom of Information and Protection of Privacy Act*.

AND THAT the Privacy Officer of ENWIN Utilities Ltd. BE APPOINTED to act as head of the Windsor Utilities Commission with all the powers and duties granted or vested in

the head of the Windsor Utilities Commission pursuant to section 3(2) of the *Municipal Freedom of Information and Protection of Privacy Act*.

4.5 APPOINTMENT OF AUDITORS

Moved and seconded.

THAT the audit firm selected and named by City Council as auditors for the Corporation of the City of Windsor, KPMG LLP, BE APPOINTED as the auditors of Windsor Utilities Commission for the 2024 fiscal year end, at such remuneration as may fixed by Windsor Utilities Commission;

AND THAT the Windsor Utilities Commission BE AUTHORIZED to fix the remuneration of the auditors for the 2024 fiscal year end.

-CARRIED

MEETING TERMINATION

Moved and seconded

THAT the Annual General Meeting be terminated.

-CARRIED

The meeting terminated at 12:49 p.m.

Recording Secretary

Chair