

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, NOVEMBER 26, 2025**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, November 26, 2025, at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE

Directors: Kieran McKenzie (Chair), Egidio Sovran, Gary Kaschak, Jim Morrison, Ed Sleiman, Mario Sonego, 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; Director of Finance G. Boose, Chief Risk Officer P. Gleason; Chief People Officer M. Bonnici; Director of Regulatory Affairs J. Charles; Director Service Operations P. Silli; Director of Information Technology M. Vinhaes; Manager Water Operations Dan Mustac; Manager Risk & Governance A. Pelaccia; Risk & Governance Coordinator, C. Ficociello, Coordinator, Corporate Initiatives, M. Underwood.

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 item BE APPROVED as recommended:

3.1 WUC Board Public Meeting Minutes of September 24, 2025

-CARRIED

COMMUNICATION AGENDA

The Chair of the Audit & Finance Committee provided summarized update for item 4.3, Report of the Chair of the WUC Audit and Finance Committee.

The President and CEO reviewed item 4.5, President and CEO: Strategic and Operational Report. The President & CEO highlighted an upcoming tour of the facility with MPP Andrew Dowie and MPP Rudy Cuzzetto, Parliamentary Assistant to the Minister of Energy and Mines. He invited all Board members to attend upcoming holiday community events that ENWIN is participating in over the coming weeks.

A Commissioner inquired about the Central Feedermain Project and the next steps with the contract award. Management confirmed that the next phase of the project was awarded.

The Chief Financial Officer reviewed item 4.6, WUC Audit Planning Report – 2025, highlighting the changes requested by the auditor regarding materiality. A Commissioner inquired about the changes and asked why there has been an increase. The Chief Financial Officer confirmed that the auditors conducted a routine internal review and identified that the materiality threshold remains low compared to the industry standard. He confirmed that the change has minimal impact.

The Chief Financial Officer provided an overview of item 4.7, WUC Potential Borrowing Options and confirmed that this was being brought forward as an amended report after the Audit & Finance Committee meeting. The report now includes two possible scenarios that have been proposed, with the preference from the Committee to seek borrowing opportunities from the City of Windsor. A Commissioner asked what the expected timing would be to move forward with borrowing. Management confirmed that borrowing would be expected within three to five years and that management will be in active conversation with the City.

The Chief Risk Officer discussed item 4.9, AMI 2.0 Project Update. Commissioners asked about opportunities for economies of scale and working with other municipal partners for the project. Management indicated that that this remains a possibility. There are opportunities to review both water and hydro solutions. A detailed business case will be provided by the consultant. A pilot area for proof of concept is likely. If no deficiencies are found, it is anticipated that hydro service would likely be deployed first, and water service would follow next. A Commissioner stated that it is important to factor in capital and cash flow issues within the business case. Management agreed and also confirmed that the impacts to employment and training will also be considered.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 Report of the Chair of the WUC Governance Committee (Verbal Report)

- 4.2 Draft WUC Governance Committee Meeting Minutes of October 29, 2025
- 4.3 Report of the Chair of the WUC Audit and Finance Committee (Verbal Report)
- 4.4 Draft WUC Audit & Finance Committee Meeting Minutes of November 12, 2025
- 4.5 President and CEO: Strategic and Operational Report
- 4.6 WUC Audit Planning Report – 2025
- 4.7 WUC Potential Borrowing Options
- 4.8 Regulatory Affairs Update – Water
- 4.9 AMI 2.0 Project Update
- 4.10 WUC Financial and Corporate Compliance for Quarter Ending Q3, 2025
- 4.11 2024-2028 Strategic Plan Progress
- 4.12 WUC Initiatives Tracking

-CARRIED

EXECUTIVE REPORTS

5.1 COMMUNICATIONS POLICY

A Commissioner provided a comment that the quality of the policy was recognized, noting detailed and fulsome instructions. Accolades were provided to staff.

A Commissioner inquired how customer service staff would be aware of how to respond to customers. The Chief People Officer detailed the training that will be undertaken with all staff to ensure they are aware of the policy and the expectations.

Moved and seconded

THAT the Updated Communications Policy report BE RECEIVED for information as recommended by the WUC Governance Committee.

AND, THAT the Updated Communications Policy BE APPROVED as recommended by the WUC Governance Committee as outlined within this report.

-CARRIED

5.2 TRAVEL AND BUSINESS EXPENSE POLICY

Moved and seconded

THAT the Travel and Business Expense Policy BE RECEIVED AND APPROVED.

-CARRIED

5.3 WUC Q3 FINANCIAL REVIEW

The Director of Finance reviewed the report with the Commission and indicated that revenue remains in good standing, consistent with the budget. Operating expenses were noted to be tight to budget, while operating income remains strong. He indicated that the

sinking fund was performing well and strong results are expected for 2026. A Commissioner asked about the lag related to capital spending during the year and the impacts. The Chief Operating Officer – Water indicated that the primary delay has been related to major project construction delays. Many projects were expected to be completed by the end of the year, however, it was acknowledged that capital will likely remain underspent. A Commissioner asked about the use of unused capital funds during the year. The Chief Financial Officer confirmed that the capital budget accounts for timing differences and it remains in place for completion of the projects.

Moved and seconded

THAT the WUC Q3 2025 Financial Review report BE RECEIVED AND APPROVED.
-CARRIED

5.4 2026 BOARD AND COMMITTEE MEETING SCHEDULE

Moved and seconded

THAT the proposed 2026 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 In Camera Meeting Minutes of September 24, 2025
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.
- 6.2 Report of the Chair of the WUC Governance Committee
s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employees.
- 6.3 Draft WUC Governance Committee In Camera Meeting Minutes of October 29, 2025
s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employees.
- 6.4 Report of the Chair of the WUC Audit and Finance Committee (Verbal Report)
s. 239(2)(a) the security of the property of the municipality or local board.
- 6.5 Draft WUC Audit & Finance Committee In Camera Meeting Minutes of November 12, 2025
s. 239(2)(a) the security of the property of the municipality or local board.

- 6.6 WUC Open Legal Actions: Semi-Annual Update (as of October 31, 2025)
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board.
- 6.7 Enterprise Risk Management – Q3 Update
s. 239(2)(a) the security of the property of the municipality or local board (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.
- 6.8 WUC Cyber Security Update November 2025
s. 239(2)(a) the security of the property of the municipality or local board.
- 6.9 Committee 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 1:08 p.m.

The In Camera session concluded at 1:29 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 of Commissioners Meeting In Camera Minutes of September 24, 2025 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 In Camera Meeting Minutes of October 29, 2025 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 November 12, 2025 be received.

-CARRIED

Moved and seconded
THAT the WUC Open Legal Actions: Semi-Annual Update (as of October 31, 2025) be received.

-CARRIED

Moved and seconded
THAT the 2025 Enterprise Risk Management – Q3 Update be received.

-CARRIED

Moved and seconded
THAT the WUC Cyber Security Update November 2025 be received.

-CARRIED

Moved and seconded
THAT the Committee Evaluation Summary for Windsor Utilities Commission be received.

-CARRIED

OTHER BUSINESS

None noted.

MEETING TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

Meeting terminated at 1:29 p.m.

Recording Secretary

Board Chair