

WINDSOR UTILITIES COMMISSION
AUDIT AND FINANCE COMMITTEE
PUBLIC MEETING MINUTES FOR THE PUBLIC MEETING HELD
WEDNESDAY, NOVEMBER 12, 2025

A public meeting of the Windsor Utilities Commission Audit & Finance Committee was held on Wednesday, November 12, 2025 via Zoom Conference call and in person.

ATTENDANCE:

Commissioners: Egidio Sovran (Chair), Robert Feldmann, Jim Morrison, Onorio Colucci, Gary Kaschak

EWU Management: President & CEO, G. Rossi, Chief Financial Officer, M. Carlini, Chief Operating Officer - Water, R. Spagnuolo; Chief Risk Officer, P. Gleason; Chief Operating Officer – Hydro J. Brown; Chief Business Development Officer K. Taylor; Director of Finance G. Boose, Manager Risk and Governance, A. Pelaccia; Coordinator Risk & Governance C. Ficociello.

Guests: Cynthia Swift, KPMG

Regrets: None

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the public meeting to order at 2:12 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 THAT the WUC Audit & Finance Committee Public Meeting Minutes of September 11, 2025 be approved.

-CARRIED

COMMUNICATION AGENDA

The Chief Financial Officer presented 4.2, WUC Audit Planning Report - 2025, inviting Cynthia Swift from KPMG into the meeting at 2:13 p.m. Details on the status of the audit were provided, noting no significant changes from the previous year. She identified that KPMG regularly assesses auditor records. A review of peers determined materiality remained low and resulted in a proposed increase of 1% for materiality. While this change aligns with best practices, it is not anticipated to have any significant impacts and Management was agreeable to the change. She also identified that new IFRS standards are expected in the coming years, which will now change the presentation of the income statement in 2027, and 2026 retrospectively.

The Chief Financial Officer spoke to item 4.3, WUC Sinking Fund Performance at the request of the Audit & Finance Committee. He explained that the fund remains in good standing. He acknowledged the benchmark is not consistent and will not align perfectly. He then reiterated the purpose and objective of the fund, identifying that the fund is currently achieving expectations. A Commissioner stated that the fund is in a good spot, and that they would be hesitant to make any big changes with the speculation that there could be a market correction in the future. The Committee agreed that the best course of action is to stay steady and course correct as needed for long-term investment planning.

The Chief Financial Officer spoke to item 4.4, WUC Potential Borrowing Options. The option to borrow internally was discussed as opposed to use of the sinking fund. A Commissioner inquired about a potential approach regarding the return on bonds and it was also suggested to approach the City of Windsor for a potential borrowing opportunity. Another Commissioner then inquired what the preferred option would be from Management. The CFO replied that short-term borrowing from the City of Windsor would be the best-case scenario and if a mutually beneficial arrangement could be made.

Moved and seconded

That the following Communication Agenda items be received as recommended:

- 4.1 WUC Financial and Corporate Compliance for Quarter Ending Q3, 2025
- 4.2 WUC Audit Planning Report – 2025
- 4.3 WUC Sinking Fund Performance
- 4.4 WUC Potential Borrowing Options
- 4.5 WUC Initiatives Tracking

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 TRAVEL AND BUSINESS EXPENSE POLICY

The Chief Financial Officer spoke to report 5.1, Travel and Business Expense Policy, noting that this is a routine update to ensure appropriate review. This proposed version isolates the policy from the procedure. He highlighted that there was a small change to the unbudgeted travel allowance which includes mileage, and that the President & CEO is specifically required to preapprove board member travel in excess of budget above \$3,000. A Commissioner inquired about why the \$1000 of mileage was removed, and the CFO responded that it was for consistency and to streamline the process.

A Commissioner asked if there should be a requirement in the policy that travel is only approved in Canada. Management confirmed that there is a moratorium on travel outside of Canada. Management did not want to restrict the policy because the policy approval cycle would have to occur again if any changes are required to be made.

Moved and seconded.

THAT the Travel and Business Expenses Policy BE RECEIVED for information and BE RECOMMENDED to the Windsor Utilities Commission Board of Commissioners FOR APPROVAL.

-CARRIED

5.2 WUC Q3 2025 Financial Review

The Chief Financial Officer reviewed the quarterly results with the Committee. He noted that results are strong. He identified that consumption has dropped, however, the overall forecast remained positive due to offsets related to favourability in wholesale revenue. The capital budget remained behind due to delays and liquidity was high as a result of this.

Moved and seconded.

THAT the WUC Q3 2025 Financial Review report BE RECEIVED for information and BE RECOMMENDED to the Windsor Utilities Commission Board of Commissioners FOR APPROVAL.

-CARRIED

IN CAMERA SESSION

Moved and seconded

Pursuant to the Municipal Act section 239(2) that the Committee be directed to move in camera for the purpose of consideration of the following items of business:

- 6.1 WUC Audit & Finance Committee In Camera Meeting Minutes of September 11, 2025
s. 239(2)(e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board
- 6.2 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
- 6.3 2025 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 organizations*
- 6.4 WUC Cyber Security Update October 2025
s. 239(2)(a) security of the property of the municipality or local board
- 6.5 Committee Evaluations Summary for Windsor Utilities Commission Audit & Finance Committee
s. 239(2)(b) personal matters about an identifiable individual, including municipal or local board employees

-CARRIED

The In Camera session commenced at 2:45 p.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded

THAT the Committee move TO RESUME the public meeting session.

-CARRIED

The Public Committee meeting reconvened at 2:59 p.m.

TRANSMISSION OF RECOMMENDATIONS

Moved and seconded

THAT the recommendations discussed in camera BE BROUGHT FORWARD for consideration.

-CARRIED

Moved and seconded

THAT the WUC A&F in camera meeting minutes of September 11, 2025 BE APPROVED as recommended.

-CARRIED

Moved and seconded

THAT the WUC Open Legal Actions: Semi-Annual Update (as of October 31, 2025) report BE RECEIVED.

-CARRIED

Moved and seconded

THAT the 2025 Enterprise Risk Management – Q3 Update report BE RECEIVED as recommended.

-CARRIED

Moved and seconded

THAT the WUC Cyber Security Update October 2025 report BE RECEIVED as recommended.

-CARRIED

Moved and seconded

THAT the Committee Evaluations Summary for Windsor Utilities Commission Audit & Finance Committee BE RECEIVED as recommended.

-CARRIED

OTHER BUSINESS

None noted.

TERMINATION

Moved and seconded.

THAT the public meeting BE TERMINATED.

-CARRIED

The meeting terminated at 3:00 p.m.

Recording Secretary

Committee Chair