

**WINDSOR UTILITIES COMMISSION
BOARD OF COMMISSIONERS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, APRIL 26, 2023**

A public meeting of the Windsor Utilities Commission Board of Commissioners was held on Wednesday, April 26, 2023, at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE

Commissioners: Kieran McKenzie (Chair), Doug Lawson, Jim Morrison, Ed Sleiman, Egidio Sovran, Gary Kaschak

Management: President & CEO G. Rossi; VP Business Development K. Taylor; VP Corporate Services & CFO M. Carlini; VP Water Operations R. Spagnuolo; VP Customer Care and Corporate Operations P. Gleason; VP Hydro Operations J. Brown; Director of Finance G. Boose; Director of Procurement and Supply Chain R. McIntyre; Director Operations (Water) D. Melnyk; Director of Information Technology M. Vinhaes; Director Engineering (Water) C. Manzon; Director Hydro Engineering M. Vinhaes; Manager Water Operations G. Switzer; Manager Water Operations D. Mustac; Manager Regulatory Affairs J. Charles; Controller B. Pougnet; Manager Corporate Communications and Public Relations C. Beliciu; Governance and Records Coordinator A. Pelaccia; Project Management Business Development, N. Anderson; Coordinator of Corporate Initiatives M. Underwood

Guests: Tony Ardovini, City of Windsor
Onorio Colucci, City of Windsor
Cynthia Swift, KPMG

Regrets: Mario Sonogo

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair, noting quorum, called the meeting to order at 1:02 p.m.

No conflicts of interest were declared.

CONSENT AGENDA

A Board Member noted that Director G. Kaschak was not in attendance at the February 15, 2023 meeting and that the minutes should reflect this change.

Moved and seconded

That the following Consent Agenda items be approved as recommended:

- 3.1 THAT the WUC Board Public Meeting Minutes of February 15, 2023 BE APPROVED.

-CARRIED

COMMUNICATION AGENDA

A motion was put forward to move item 4.3, ENWIN President & CEO Report, to the Executive Report section of the agenda.

Moved and seconded

-CARRIED

A Board Member inquired about future price increases during the discussion of item 4.9, Contract Award: Water Chemicals. The VP Water Operations responded that it would be difficult to predict further increases.

During the discussion of item 4.10, Customer Care & Corporate Operations, an introduction to the new Director Customer Care was made.

Moved and seconded

That the following In Camera Communication Agenda items be received as recommended:

- 4.1 Report of the Chair of the WUC Audit and Finance Committee (Verbal Report)
- 4.2 Draft WUC Audit and Finance Committee Meeting Minutes of April 5, 2023
- 4.4 Water Operations
- 4.5 2022 Annual Compliance Report Summary
- 4.6 CPAR Results - Disturbed Water Event of June 2022
- 4.7 Contract Approval Summary – Water
- 4.8 Contract Extension and Additional Funding: Geotechnical Investigation Services
- 4.9 Contract Award: Water Chemicals
- 4.10 Customer Care & Corporate Operations
- 4.11 2022 Annual Report Draft – WUC
- 4.11 2020-2024 Strategic Plan Progress
- 4.12 WUC Board of Commissioners Annual Work Plan
- 4.13 WUC Initiatives Tracking

4.14 ENWIN Corporate Entities and WUC 2023 Meeting Dates

-CARRIED

EXECUTIVE REPORTS

4.3 ENWIN PRESIDENT & CEO REPORT

The Board Members discussed revising the WUC procedural bylaw to require 51% of voting members to be present in order for quorum to be achieved.

Moved and seconded

THAT WUC Procedural By-law 93 BE AMENDED to indicate that quorum is achieved when 51% of voting members are present at the meeting.

-CARRIED

A motion was made to increase the number of directors on WUC Audit and Finance Committee.

Moved and seconded

THAT Gary Kaschak be appointed to sit on the WUC Audit and Finance Committee.

-CARRIED

5.1 IT/OT SECURITY POLICY UPDATE

Moved and seconded

THAT the updated IT/OT Security Policy Update BE RECEIVED for information;

AND THAT the updated IT/OT Security Policy BE APPROVED.

-CARRIED

5.2 RECORDS AND INFORMATION MANAGEMENT (RIM) POLICY

Moved and seconded

THAT the Records and Information Management (RIM) Policy- Update BE APPROVED as described in Appendix B.

-CARRIED

5.3 WUC 2022 FINANCIAL REVIEW

Moved and seconded

THAT the WUC 2022 Financial Review BE RECEIVED AND APPROVED.

-CARRIED

5.4 WUC AUDIT FINDINGS

The Auditor provided her comments on item 5.4, WUC Audit Findings.

Moved and seconded

THAT the WUC Audit Findings report BE RECEIVED for information.

-CARRIED

5.5 WUC 2022 AUDITED FINANCIAL STATEMENTS

Moved and seconded

THAT the WUC 2022 Audited Financial Statements BE 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 February 15, 2022*

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 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.

6.3 Draft WUC Audit & Finance Committee In Camera Meeting Minutes of April 5, 2023

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

6.4 Contract Renewal: Supply of Coagulant

s. 239(2)(i) a trade secret, supplied in confidence to the 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 or organization; and

s. 239(2)(j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value.

6.5 Board Evaluation Summary for WUC

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

6.6 Cyber Security Update

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

-CARRIED

The In Camera session commenced at 1:30 p.m.

The In Camera session concluded at 1:37 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 February 15, 2022* be approved.

Moved and seconded

That the Report of the Chair of the WUC Audit and Finance Committee (Verbal Report) be received.

-CARRIED

Moved and seconded

That the Draft WUC Audit & Finance Committee In Camera Meeting Minutes of April 5, 2023 be received.

-CARRIED

Moved and seconded

That the Contract Renewal: Supply of Coagulant be received.

-CARRIED

Moved and seconded

That the Board Evaluation Summary for WUC report be received.

-CARRIED

Moved and seconded

That the Cyber Security Update report be received.

-CARRIED

OTHER BUSINESS

None noted.

MEETING TERMINATION

Moved and seconded
That the meeting be terminated.

-CARRIED

Meeting terminated at 1:38 p.m.

Recording Secretary

Board Chair