

ENWIN UTILITIES LTD.
BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, NOVEMBER 16, 2022

A public meeting of the ENWIN Utilities Ltd. Board of Directors was held on Wednesday, November 16, 2022, at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE:

Directors: Abe Taqtaq (Chair), Gregory Ioanidis, Andrea Orr, Drew Dilkens

Management: President & CEO H. Reidel; Executive VP G. Rossi; VP Business Development K. Taylor; VP of Corporate Services and CFO M. Carlini; VP Hydro Operations J. Brown; VP Customer Care and Corporate Operations P. Gleason; Director Water Operations D. Melnyk; Manager Water Operations D. Mustac; Manager Corporate Communications & Public Relations C. Beliciu; Director Information Technology M. Vinhaes; Director Finance G. Boose; Director Customer Service R. Spagnuolo; Director Procurement and Supply Chain R. McIntyre; Manager Information Technology J. Gebrael; Controller H. Malcolm-Kiss; Coordinator Corporate Initiatives N. Anderson; Governance and Records Coordinator A. Pelaccia.

Guests: J. Guthrie, City of Windsor

Regrets: Jo-Anne Gignac, Leo Muzzatti, Garnet Fenn

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the meeting to order at 9:04 a.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 EWU Board Meeting Minutes for September 28, 2022 BE APPROVED.

-CARRIED

COMMUNICATION AGENDA

The Chair of the Governance & Human Resources Committee reviewed item 4.1, Report of the Chair of the Governance & Human Resources Committee.

On behalf of the Chair of the Committee, a Board Member provided a verbal report for item 4.3, Report of the Chair of the EWU Audit & Finance Committee, The VP of Corporate Services and CFO discussed item 4.7, EWU Q3 2022 Financial Review, and highlighted positive financial results.

Regarding item 4.8, EWU Internal Audit – Update, a Board Member inquired about the timing of the survey. The VP Customer Care and Corporate Operations indicated that EWU will pilot the employee engagement survey in one department to measure its effectiveness prior to disseminating to the entire employee base.

Moved and seconded

- 4.1 Report of the Chair of the Governance & Human Resources Committee
(Verbal Report)
- 4.2 Draft EWU Governance & Human Resources Committee Meeting Minutes of October 26, 2022
- 4.3 Report of the Chair of the EWU Audit & Finance Committee *(Verbal Report)*
- 4.4 Draft EWU Audit & Finance Committee Meeting Minutes of November 2, 2022
- 4.5 November 2022 ENWIN President & CEO Report
- 4.6 WUC Q3 2022 Financial Review
- 4.7 EWU Q3 2022 Financial Review
- 4.8 EWU Internal Audit - Update
- 4.9 EWU Audit Planning Report – 2022
- 4.10 2022 WCU Debt Rating
- 4.11 Hydro Operations
- 4.12 Independent Electricity System Operator (IESO) Compliance Audit of Wholesale Metering Points - ESSEX TS
- 4.13 Water Operations

- 4.14 Emerging Contaminants Monitoring Program - Update
- 4.15 Fluoride Update
- 4.16 Customer Care & Corporate Operations
- 4.17 Strategic Plan Implementation – November 2022 Update
- 4.18 Regulatory Affairs Update
- 4.19 ENWIN Group Financial and Corporate Compliance for Quarter EWU Board of Directors Meeting - Summary of Business Ending Q3, 2022
- 4.20 EWU Board of Directors Annual Work Plan
- 4.21 ENWIN Corporate Entities and WUC 2022 Meeting Schedule

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 LAND ACKNOWLEDGEMENT

The President and CEO discussed the use of the Land Acknowledgement and proposed it be used at large corporate gatherings and printed on the agenda of smaller gatherings.

Moved and seconded as amended

THAT the Land Acknowledgment report BE RECEIVED for information;

AND THAT the Land Acknowledgment identified in the Land Acknowledgment report BE ADOPTED AND READ at the beginning of all annual general meetings, Board meetings, Committee meetings and Board events as a reminder that we must all continue to strengthen the relationships and understanding between Indigenous and non-Indigenous peoples.

-CARRIED

5.2 INTEGRITY OF CUSTOMER ACCOUNT INFORMATION POLICY

Moved and seconded

THAT the Integrity of Customer Account Information Policy report BE RECEIVED for information;

AND THAT the Integrity of Customer Account Information Policy attached in Appendix B BE APPROVED AND ADOPTED with immediate effect as recommended by the EWU Governance & Human Resources Committee.

-CARRIED

5.3 ACCESSIBLE CUSTOMER SERVICE POLICY

Moved and seconded

THAT the Accessible Customer Service Policy report BE RECEIVED for information;

AND THAT the Accessible Customer Service Policy attached in Appendix B BE APPROVED AND ADOPTED with immediate effect as recommended by the EWU Governance & Human Resources Committee.

-CARRIED

5.4 INTERNAL AUDIT PLAN 2023 - 2024

Moved and seconded

THAT the Internal Audit Plan 2023 – 2024 report BE RECEIVED for information.

AND THAT the Audit Workplan or any amendments to the plan BE APPROVED.

-CARRIED

5.5 ENVIRONMENTAL MANAGEMENT SYSTEM UPDATE

Moved and seconded

That the 2006 Environmental Policy, as updated in Appendix B, BE APPROVED.

-CARRIED

5.6 EWU FINANCIAL RESTRUCTURING

The VP of Corporate Services and CFO proposed the restructure for January 1, 2025.

Moved and seconded

THAT the EWU Financial Restructuring report BE RECEIVED for information.

AND THAT the recommendation to restructure the equity and debt as outlined within the report be APPROVED in principle with a report back to the board before the end of 2023 seeking final approval.

-CARRIED

5.7 COST OF SERVICE RATE APPLICATION DEFERRAL

A Board Member asked about trends for the cost of equity and OEB approvals. The VP of Corporate Services and CFO responded to the satisfaction of the Board.

Moved and seconded

THAT the Cost of Service Rate Application Deferral report BE RECEIVED for information as recommended by the Audit and Finance Committee.

AND THAT Management's recommendation that ENWIN Utilities Ltd. submit a request to the Ontario Energy Board to defer its 2025 Cost of Service rate application for up to three years BE RECEIVED and APPROVED as recommended by the Audit and Finance Committee.

-CARRIED

IN CAMERA SESSION

Moved and seconded

That the Board move to an In Camera session.

-CARRIED

The In Camera session commenced at 9:53 a.m.

The In Camera session concluded at 10:27 a.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded

That the Board move to resume the public meeting session.

-CARRIED

OTHER BUSINESS

The Director Regulatory Affairs and Corporate Secretary will email Board Members with a survey, due by the end of 2022.

TERMINATION

Moved and seconded

That the meeting be terminated.

-CARRIED

The meeting terminated at 9:58am

Recording Secretary

Board Chair