

Windsor Canada Utilities Ltd.
OPEN BOARD MEETINGS POLICY

1 Open and Closed/In-Camera Meetings

- 1.1 Subject to limitations of space, regular and special Board meetings shall be open to the public except for those matters which may be deemed to be confidential including, but not limited to, matters whose disclosure would adversely affect the business, professional or personal reputation of Persons, matters whose disclosure may be prejudicial to the best interests of the Corporation, and matters relating to labour relations, personnel, real estate, confidential government policies, legal advice and litigation.

A decision to consider a matter at an in-camera meeting shall be taken reasonably. Such a decision may be made by:

- 1.1.1 The Chair, the President and the Secretary; or
- 1.1.2 The Chair, or in his/her absence, the first Vice-Chair, or in the absence of both the Chair and the first Vice-Chair, the second Vice-Chair, may direct a matter be considered in-camera; or
- 1.1.3 The Board may resolve, upon adoption of a motion which shall be non-debatable, to direct that a particular matter be considered in-camera or in public.
- 1.2 Confidentiality: All materials, reports, data and other documentation submitted to Board Members for in-camera sessions are confidential until disclosed in an open meeting of the Board or officially announced after the meeting by the President (or his/her designate). Nevertheless, the Chair, the Vice-Chairs, and the President may agree to the release of materials for the purpose of public disclosure, if necessary. Board Members and Committee Members shall observe strictly the confidential nature of business dealt with in in-camera sessions and it shall be their responsibility to ensure that such information is not divulged to unauthorized persons. Decisions reached during the in-camera session that are to be announced after the meeting will be made public by official announcement or press release only and such publication does not free members of the obligation to hold in confidence the discussions which took place in the meeting or the material involved.
- 1.2.1 Upon appointment, each Board Member or Committee Member shall sign an attestation regarding Confidentiality and Conflict of Interest.
- 1.2.2 Except by permission of the Chair, members of the public shall not be permitted to address a meeting or to disturb the conduct of a meeting in any way. A member of the public who wishes to address the Board must submit his/her request, including details of the matter for discussion, to the Chair through the Corporation at least 14 calendar days prior to the relevant Board meeting. The decision to grant the request shall be at the discretion of the Chair.

2 Public Distribution

- 2.1 Agendas, minutes and supporting documentation for open meetings of the Board, and updated Board Bylaws shall be available on the Board webpage. Agendas, minutes and supporting documentation for in-camera meetings of the Board shall be available to Board Members and to those authorized by the Board, the Chair or the President.

3 **Rules of Order for Board Committees and Subcommittees**

- 3.1 The rules of order and meeting procedures adopted for Board proceedings are the rules for all Committees where separate rules based on particular needs or circumstances have not been formally adopted. This includes all Board standing committees and ad hoc committees, but does not include task forces, working groups, and subcommittees of Committees.
- 3.2 Board Committee meetings shall be closed and not open to the public.
- 3.3 The minutes of Board Committee meetings shall be reported to the Board. By default, the minutes shall be reported in Board meetings open to the public. Only the minutes or portions of minutes that are deemed to be confidential in accordance with this policy shall be considered by the Board in-camera.