

WINDSOR CANADA UTILITIES LTD.

**BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES**

WEDNESDAY, SEPTEMBER 28 , 2022

A public meeting of the Windsor Canada Utilities Ltd. Board of Directors was held on Wednesday, September 28, 2022 at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE:

Directors: Fred Francis, Jim Morrison, Jo-Anne Gignac (Chair), Kevin Laforet and Jerry Udell

Management: President & CEO Helga Reidel, VP Business Development Kris Taylor, VP Corporate Services & CFO M. Carlini, VP Water Operations G. Rossi, Director of Finance G. Boose, Controller H. Malcolm, Controller B. Pougnet, Manager of Corporate Communication and Public Relations C. Beliciu, Director of Procurement and Supply Chain Renee McIntyre; Director of Information Technology M. Vinhaes; Director of Regulatory Affairs and Corporate Secretary C. Bebbington; Coordinator of Corporate Initiatives N. Anderson; Governance and Records Coordinator A. Pelaccia

Guests: Janice Guthrie, City of Windsor

Regrets: Drew Dilkens

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the meeting to order at 1:01 p.m.

No conflicts of interest were declared.

CONSENT AGENDA

Moved and seconded

THAT the following Consent Agenda item BE APPROVED as recommended:

- 3.2 Windsor Canada Utilities Ltd. Board Public Meeting Minutes of June 22, 2022

-CARRIED

COMMUNICATION AGENDA

The Chair of the WCU Audit & Finance Committee provided a summary of the Committee's discussions of the meeting on September 14, 2022.

Moved and seconded

- 4.1 Report of the Chair of the WCU Audit & Finance Committee (*Verbal Report*)
- 4.2 Draft WCU Audit & Finance Meeting Notes for September 14, 2022
- 4.3 September 2022 ENWIN President & CEO Report*
- 4.5 Strategic Plan Implementation – September 2022 Update
- 4.6 Records Management System Modernization Project Update
- 4.7 Regulatory Affairs Update
- 4.8 ENWIN Group Financial and Corporate Compliance for Quarter Ending Q2, 2022
- 4.9 WCU Sinking Fund Update
- 4.10 EWU Q2 2022 Financial Review
- 4.11 EWU 2023 Business Plan including the Operating and Capital Budgets
- 4.12 WCU Board of Directors Annual Work Plan
- 4.14 ENWIN Corporate Entities and WUC 2022 Meeting Schedule
- 5.4 EWE Q2 2022 Financial Review
- 5.5 Presentation – EWE 2023 Operating and Capital Budgets
- 5.6 EWE 2023 Business Plan including the Operating and Capital Budgets

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 PROPERTY, PLANT AND EQUIPMENT (“PP&E”) AND INTANGIBLE ASSET POLICY (CAPITALIZATION POLICY)

Moved and seconded

THAT the Property, Plant and Equipment (“PP&E”) and Intangible Asset Policy (Capitalization Policy) report BE RECEIVED for information;

AND THAT the Property, Plant and Equipment (“PP&E”) and Intangible Asset Policy attached in Appendix A BE ADOPTED.

-CARRIED

5.2 WORKING FOR WORKERS ACT, 2022; BILL 88 – WRITTEN POLICY ON ELECTRONIC MONITORING

Moved and seconded

That the Working for Workers Act, 2022; Bill 88 – Written Policy on Electronic Monitoring report BE RECEIVED for information;

AND, THAT the Electronic Monitoring and Information Technology Acceptable Use Policy, which is attached at Appendix A BE APPROVED and ADOPTED.

-CARRIED

5.3 2023 BOARD AND COMMITTEE MEETIN SCHEDULE

Moved and seconded

THAT the proposed 2023 Board and Committee Meeting Schedule BE APPROVED and IMPLEMENTED.

-CARRIED

5.7 EWE Q2 2022 FINANCIAL REVIEW

Moved and seconded

That the WCU Q2 2022 Financial Review BE RECEIVED for information.

-CARRIED

5.8 PRESENTATION – WCU 2023 OPERATING AND CAPITAL BUDGETS

The VP of Corporate Services and CFO provided a presentation for the Board, highlighting sinking fund performance, regulated and non-regulated activities, and dividend opportunities, supporting an overall strong financial position.

A Board Member inquired if there have been ramifications for other utilities that have failed to invest in capital expenditures. Management indicated that this information

would not necessarily be publicly available and discussed OEB involvement in situations where the customer is negatively impacted.

Moved and seconded

That the Presentation – WCU 2023 Operating and Capital Budgets BE RECEIVED for information.

-CARRIED

5.9 WCU 2023 BUSINESS PLAN INCLUDING THE OPERATING AND CAPITAL BUDGETS

Moved and seconded

That the WCU 2023 Business Plan including the Operating and Capital Budgets report BE RECEIVED, as recommended by the WCU Audit & Finance Committee;

That the Windsor Canada Utilities Ltd. 2023 Business Plan: Operating and Capital Budgets with Projections BE APPROVED, as recommended by the WCU Audit & Finance Committee;

And that the WCU Board remuneration be approved to increase by 2% for the 2022 year. Therefore, the Board Chair will increase from \$14,326 to \$14,613 and the Board members will increase from \$11,461 to \$11,690;

And that four quarterly dividends of \$1,000,000 each, be declared and paid to Windsor Canada Utilities Ltd. for 2023, effective March 15, 2023, June 15, 2023, September 15, 2023, and December 15, 2023, as recommended by the WCU Audit & Finance Committee.

-CARRIED

IN CAMERA SESSION

Moved and seconded

THAT the Board MOVE to the In Camera session.

-CARRIED

The In Camera Session commenced at 1:33 p.m.

The In Camera Session concluded at 1:51p.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded

THAT the Board move to RESUME the public meeting session at 1:51 p.m.

-CARRIED

OTHER BUSINESS

None noted.

TERMINATION

Moved and seconded
THAT the meeting be TERMINATED.

-CARRIED

The meeting terminated at 1:51 p.m.

Recording Secretary

Board Chair