

ENWIN UTILITIES LTD.
BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, SEPTEMBER 28, 2022

A public meeting of the ENWIN 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: Jo-Anne Gignac, Leo Muzzatti, Abe Taqtaq (Chair), Gregory Ioanidis, Garnet Fenn, Andrea Orr.

Management: President & CEO H. Reidel, VP Business Development Kris Taylor, VP Water Operations G. Rossi, VP of Corporate Services and CFO M. Carlini, Director Engineering (Water) C. Manzon; Director of Water Operations D. Melnyk, Manager of Water Operations, D. Mustac; Manager Corporate Communications & Public Relations C. Beliciu, Director of Information Technology M. Vinhaes, Director of Finance G. Boose, Director of Customer Service R. Spagnuolo, Director of Procurement and Supply Chain, R. McIntyre, Director of Regulatory Affairs and Corporate Secretary C. Bebbington, Controller H. Malcolm, Coordinator of Corporate Initiatives N. Anderson, Governance and Records Coordinator A. Pelaccia.

Guests: J. 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 9:00 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 June 22, 2022 BE APPROVED.
- 3.2 THAT the RFP# 2022-047 – Engineering Services for Central Corridor Feedermain Design & Construction report BE AWARDED to Stantec consulting in the amount of \$2,817,571.50, with a contingency allocation in the case of unanticipated changes, to be managed at management's discretion, up to the board approved capital budget.
- 3.3 THAT the ENWIN Utilities Ltd. Board of Directors APPROVES the increase up to \$175,000 to the Suncor agreement, for 2022, for the continued supply of fuel.
- 3.4 THAT the Contract Award: RFT 2022-036 Engineering Services for the Old Treatment Plant Demolition, Re-design, and Construction Oversight report BE AWARDED to Jacobs Consultancy Canada Inc. In the amount of \$599,976+ HST, subject to WUC approval of the 2023 budget requirement.

-CARRIED

COMMUNICATION AGENDA

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

The President & CEO reviewed item 4.3, September 2022 ENWIN President & CEO Report. Thanks were provided to the IT team for the successful implementation of a new phone system. Congratulations were provided to the Water team for leading a successful Doors Open event at the Water Treatment Plant, where more than 400 members of the community toured the building. The President & CEO reviewed upcoming audits with BDO consultants and updates on locates.

A Board Member inquired about the new phone system and if implementation will improve metrics to answer the phone within 30 seconds. Management confirmed that the implementation provides more control over the number of lines coming in. Management remains optimistic about meeting the target for 2022.

A Board Member inquired if the materials in the old treatment plant could be salvaged and provided to a community museum. Management thanked the Board Member for the suggestion and confirmed that they would review the feasibility of retaining the materials as an archived item.

A Board Member asked about item 4.5, Hydro Operations, and ask if any mutual assistance calls for the recent hurricane. Management confirmed that no general call came forward.

The President & CEO reviewed item 4.13, Strategic Plan Implementation – September 2022 Update. Board Members inquired about the project involving Avon Court Park and

the delay in completion. The President & CEO confirmed that ENWIN has worked with an Engineering and Consulting firm who has submitted applications to the Ministry of Environment to gain environmental clearance approval for the completion of the project. ENWIN remains waiting for a response from the Ministry. Management confirmed that they will provide the Board with a report on the history of the project and next steps.

A Board Member asked about item 4.14, Records Management System Modernization Project Update, and wished to know if privacy impacts were a consideration in moving forward with the project. The Director of Regulatory Affairs and Corporate Secretary informed the Board that the project primarily looks at mitigating risks for keeping or deleting corporate records, and the privacy and confidentiality of data remains a piece of this. Secondly, this project aims to move to efficient and easier to use programs for staff to manage this data.

A Board Member inquired about metrics provided in item 4.15, Regulatory Affairs Update, and what unit factors were used. The Director of Regulatory affairs indicated ENWIN has had many discussions with the OEB related to this, included which factors to use. It is important that a balance be struck between what is more accurate and what can be submitted to the OEB.

Moved and seconded

- 4.1 Report of the Chair of the EWU Audit & Finance Committee (*Verbal Report*)
- 4.2 Draft EWU Audit & Finance Committee Meeting Minutes of September 14, 2022*
- 4.3 September 2022 ENWIN President & CEO Report*
- 4.4 EWU Internal Audit – Update
- 4.5 Hydro Operations*
- 4.6 Ontario Electrical Distribution Regulation 22/04 – ESA 2021 Compliance Assessment Report
- 4.7 Water Operations*
- 4.8 Contract Approval Summary – Water*
- 4.9 Annual Water Audit Reports
- 4.10 MECP Audit Report*
- 4.11 Asset Management Plan*
- 4.12 Customer Care & Corporate Operations*
- 4.13 Strategic Plan Implementation – September 2022 Update*

- 4.14 Records Management System Modernization Project Update*
- 4.15 Regulatory Affairs Update
- 4.16 ENWIN Group Financial and Corporate Compliance for Quarter Ending Q2, 2022
- 4.17 WUC Q2 2022 Financial Review
- 4.18 WUC 2023 Business Plan including the Operating and Capital Budgets
- 4.19 EWU Board of Directors Annual Work Plan
- 4.20 ENWIN Corporate Entities and WUC 2022 Meeting Schedule

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 PROPERTY, PLANT & 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

A Board Member inquired about approaching the union for feedback regarding the policy. Management confirmed that ENWIN has updated an existing policy and included minor revisions to comply with the new legislation, so no union consultations are required. Employees are made aware of the policy changes through e-mail communication to staff, and then a formal review of the policy is required by staff on the internal learning management system that tracks employee review.

A Board Member inquired about the City’s approach to the legislation. Management has not seen the City’s policy, as it had not gone to Council, but committed to review the policy if there were significant differences.

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 MEETING SCHEDULE

Moved and seconded

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

-CARRIED

5.4 SOLE SOURCE PROCUREMENT - RECLOSERS

Moved and seconded

THAT the ENWIN Utilities Ltd. Board of Directors APPROVES the Sole Source award, in the amount of \$475,084, to Hitachi for the procurement of reclosers.

AND THAT the ENWIN Utilities Ltd. Board of Directors APPROVES future purchases of reclosers from Hitachi, until such time that a competitive procurement process is conducted, and a formal contract is established. The timing of the procurement will be based on an assessment of the market and the introduction of new or updated market offerings for this equipment, as well as resource availability to participate in the procurement.

-CARRIED

5.5 EWU Q2 2022 FINANCIAL REVIEW

The VP of Corporate Services and CFO reviewed the report with the Board and noted a positive performance. A risk was identified regarding the IFRS statements, putting EWU in a loss due to rate riders and the increased costs of the transmission of electricity. Management committed to actively monitor to control costs.

Moved and seconded

THAT the EWU Q2 2022 Financial Review BE RECEIVED for information.

-CARRIED

5.6 PRESENTATION – EWU 2023 OPERATING AND CAPITAL BUDGETS

The VP of Corporate Services and CFO provided a presentation to the Board highlighting rates and performance.

Moved and seconded

THAT the Presentation – EWU 2023 Operating and Capital Budgets BE RECEIVED.

-CARRIED

5.7 EWU 2023 OPERATING AND CAPITAL BUDGETS

The Board thanked Management for the thorough preparation of the budget and presentation.

Moved and seconded

THAT the EWU 2023 Business Plan including the Operating and Capital Budgets report BE RECEIVED for information as recommended by the Audit & Finance Committee.

AND THAT the 2023 Operating and Capital Budgets BE APPROVED as recommended by the Audit & Finance Committee.

AND THAT an inflationary increase of 2% for the annual board remuneration of Directors of the ENWIN Utilities Ltd. Board of Directors BE APPROVED as recommended by the Audit & Finance Committee, which would increase annual board remuneration of Directors from \$11,461 to \$11,690 and increase the annual board remuneration of the Chair from \$14,326 to \$14,613, subject to review and comments from Windsor Canada Utilities Ltd.

AND THAT the declaration and payment of four (4) quarterly dividends of \$1,000,000 each to Windsor Canada Utilities Ltd. for 2023, effective March 15, 2023, June 15, 2023, September 15, 2023, and December 15, 2023, BE APPROVED as recommended by the Audit & 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

None noted.

TERMINATION

Moved and seconded

That the meeting be terminated.

-CARRIED

The meeting terminated at 10:28 a.m.

Recording Secretary

Board Chair