

**WINDSOR CANADA UTILITIES LTD.**

**BOARD OF DIRECTORS MEETING  
PUBLIC MEETING MINUTES**

**WEDNESDAY, APRIL 17, 2022**

A public meeting of the Windsor Canada Utilities Ltd. Board of Directors was held on Wednesday, April 27, 2022 via Zoom conference call. Due to the COVID-19 pandemic, ENWIN's offices were closed to the public.

**ATTENDANCE:**

Directors: Drew Dilkens (Chair), Fred Francis, Jim Morrison, Jo-Anne Gignac, 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, VP Hydro Operations J. Brown, Director of Finance G. Boose, Director Customer Service R. Spagnuolo, Director Human Resources J. Damphouse, 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: Cynthia Swift, KPMG

Regrets: None

**CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST**

The Chair noting quorum called the meeting to order at 1:08 p.m.

No conflicts of interest were declared.

**CONSENT AGENDA**

Moved and seconded

THAT the following Consent Agenda item BE APPROVED as recommended:

- 3.1 Windsor Canada Utilities Ltd. Board Public Meeting Minutes of February 16, 2021

**-CARRIED**

## **COMMUNICATION AGENDA**

The Chair of the WCU Audit & Finance Committee provided a summary of the Committee's discussions of the meeting on April 12, 2022. Item 4.2, Draft Audit & Finance Committee Meeting Minutes for April 12, 2022, was not appended to the Board agenda due to a technical error. Management confirmed that the minutes would be sent out for review following the meeting.

The President & CEO requested that any recommended changes or updates to current Commissioner credentials regarding 2021 Annual Draft Reports be provided by Friday, April 29, 2022.

Moved and seconded

THAT the following Communication Agenda items BE RECIEVED as recommended:

- 4.1 Report of the Chair of the WCU Audit & Finance Committee
- 4.3 Q2-2022 ENWIN President & CEO Report
- 4.5 2021 Annual Report Draft – Windsor Canada Utilities Ltd.
- 4.6 Strategic Plan Implementation – April 2022 Update
- 4.7 Regulatory Affairs Update
- 4.8 ENWIN Utilities Ltd. 2021 Regulatory Balances
- 4.9 ENWIN Utilities Ltd. 2021 Financial Review
- 4.10 ENWIN Utilities Ltd. (“EWU”) Audit Findings
- 4.11 ENWIN Utilities Ltd. 2021 Audited Financial Statements
- 4.12 WCU Board of Directors Annual Work Plan
- 4.14 ENWIN Corporate Entities and WUC 2022 Meeting Schedule
- 5.1 ENWIN Energy Ltd. 2021 Financial Review
- 5.3 ENWIN Energy Ltd. (“EWE”) Audit Findings
- 5.5 ENWIN Energy Ltd. 2021 Audited Financial Statements

**-CARRIED**

## **ENWIN EXECUTIVE REPORTS**

### **5.2 WINDSOR CANADA UTILITIES LTD. 2021 FINANCIAL REVIEW**

Moved and seconded

THAT THE Windsor Canada Utilities Ltd. 2021 Financial Review BE RECEIVED and APPROVED as recommended by the Windsor Canada Utilities Ltd. Audit & Finance Committee.

**-CARRIED**

Cynthia Swift, of KPMG, noted a successful audit with full cooperation from Management. No audit or control deficiencies were found. At 1:17 p.m., a breakout room was provided for the Auditor and Board Members to discuss the following items privately. Commissioners returned to the meeting at 1:20 pm.

#### **5.4 WINDSOR CANADA UTILITIES LTD. (“WCU”) AUDIT FINDINGS**

Moved and seconded

THAT the Windsor Canada Utilities Ltd. (“WCU”) Audit Findings report BE RECEIVED.

**-CARRIED**

#### **5.6 WINDSOR CANADA UTILITIES LTD. 2021 AUDITED FINANCIAL REVIEW**

Moved and seconded

THAT the Windsor Canada Utilities Ltd. 2021 Audited Financial Statements BE APPROVED.

**-CARRIED**

The Auditor left the meeting at 1:21 p.m.

#### **IN CAMERA SESSION**

Moved and seconded

THAT the Board MOVE to the In Camera session.

**-CARRIED**

The In Camera Session commenced at 1:21 p.m.

The In Camera Session concluded at 1:50 p.m.

#### **RESUME PUBLIC MEETING SESSION**

Moved and seconded

THAT the Board move to RESUME the public meeting session at 1:50 p.m.

**-CARRIED**

**OTHER BUSINESS**

None noted.

**TERMINATION**

Moved and seconded  
THAT the meeting be TERMINATED.

**-CARRIED**

The meeting terminated at 1:50 p.m.

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Recording Secretary

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Board Chair