

WINDSOR CANADA UTILITIES LTD.

**BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES**

WEDNESDAY, JUNE 22, 2022

A public meeting of the Windsor Canada Utilities Ltd. Board of Directors was held on Wednesday, June 22, 2022 at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

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 Corporate Operations and Innovations, B. Leavitt, 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: None

Regrets: None

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the meeting to order at 1:05 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 April 27,

2022

-CARRIED

COMMUNICATION AGENDA

The Chair of the WCU Audit & Finance Committee provided a summary of the Committee's discussions of the meeting on April 13, 2022.

The President & CEO reviewed item 4.4, June 2022 ENWIN President & CEO Report. Recent media reports about new manufacturing initiatives implied that there was a risk that Windsor could not accommodate the investors with necessary utilities. Management identified that ENWIN is proactively and collaboratively working with key local partners, and the City of Windsor to ensure Windsor has the capabilities to service these areas.

A theft of water situation was reviewed, as well as a situation involving the fraudulent use of ENWIN service bills by a member of the public. Management continues to work on these situations and will continue to provide updates to the Board. Transformers on Riverside were wrapped with historic photos. Thanks were provided to the Hydro and Communication teams to support this initiative.

A review of a water event impacting South Windsor was shared with the Board. It was noted that an isolated event caused a valve failure, creating a pressure differential in the pipes, loosening sediment in the lines. The issue was corrected by water staff within 5 minutes of the issue occurring. Residents in the area were asked to flush their lines. There was no major concern for safety. The President & CEO noted that as this incident happened on a Saturday morning, it had been very difficult to reach community media partners to issue a news release. Customer service staff were brought in to manage increased call volumes, however some customers reported dropped calls, possibly due to volume. A Corrective and Preventative Action Report (CPAR) was opened, where the water staff will perform a full review of the incident, including communications to the public, to understand the root cause and ensure that this does not occur again.

Moved and seconded

- 4.1 Report of the Chair of the WCU Audit & Finance Committee (*Verbal Report*)
- 4.2 WCU Audit & Finance Meeting Minutes for April 12, 2022
- 4.3 Draft WCU Audit & Finance Meeting Notes for June 8, 2022
- 4.4 June 2022 ENWIN President & CEO Report
- 4.5 Customer Care & Corporate Operations
- 4.6 Strategic Plan Implementation – June 2022 Update
- 4.7 Mobile Radio Services – Procurement Update
- 4.8 Regulatory Affairs Update

- 4.9 Enterprise Risk Management
- 4.10 Updated ENWIN Group Financial and Corporate Compliance for Quarter Ending Q1, 2022
- 4.11 EWE Q1 2022 Financial Review
- 4.12 WCU Q1 2022 Financial Review
- 4.13 WCU Sinking Fund Update
- 4.14 EWU Q1 2022 Financial Review
- 4.15 WCU Board of Directors Annual Work Plan
- 4.17 ENWIN Corporate Entities and WUC 2022 Meeting Schedule

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 MUNICIPAL ELECTION – DELEGATION OF AUTHORITY

Moved and seconded

THAT this Municipal Election – Delegation of Authority report BE RECEIVED for information.

AND THAT, on a temporary basis starting October 25, 2022 and ending the day the City of Windsor’s Striking Committee appoints Directors to the ENWIN Utilities Ltd. Board of Directors for the 2023 to 2027 term, the Shareholder Declaration BE AMENDED to eliminate the requirement that the ENWIN Utilities Ltd. Board of Directors consist of (1) the Mayor or another serving member of Council, and (2) at least two members from Windsor Canada Utilities Ltd.’s Board.

AND THAT, on a temporary basis starting on October 25, 2022 and ending on the day the City of Windsor’s Striking Committee appoints Directors to the Windsor Canada Utilities Board for the 2023 to 2027 term (“Appointment Day”), the President & CEO of the ENWIN Group BE DELEGATED the authority to commence or settle any and all legal action, purchase and sell property, authorize capital project transfers and variances, and authorize expenditures and contractual obligations over and above the limits set out in the Delegation of Authority Policy and Purchasing Policy, which authority can only be exercised if:

- The Board is unable to act due to the municipal election;
- The President & CEO truly and reasonably believes that the ENWIN Group and/or WUC will suffer substantial prejudice, harm, or damage, financial or otherwise, if this authority is not exercised before Appointment Day;
- The President & CEO obtains prior approval in principle from the majority of the Board Directors willing and/or able to act at the time, and commits to reporting their

exercise of authority to the Board at the first regular meeting after Appointment Day;
and

- The President & CEO complies with all applicable laws, regulations, policies, procedures and rules in any exercise of this authority.

-CARRIED

IN CAMERA SESSION

Moved and seconded
THAT the Board MOVE to the In Camera session.

-CARRIED

The In Camera Session commenced at 1:15 p.m.
The In Camera Session concluded at 1:45 p.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded
THAT the Board move to RESUME the public meeting session at 1:45 p.m.

-CARRIED

OTHER BUSINESS

None noted.

TERMINATION

Moved and seconded
THAT the meeting be TERMINATED.

-CARRIED

The meeting terminated at 1:45 p.m.

Recording Secretary

Board Chair