

ENWIN UTILITIES LTD.
BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES
WEDNESDAY, NOVEMBER 29, 2023

A public meeting of the ENWIN Utilities Ltd. Board of Directors was held on Wednesday, November 29, 2023 at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE:

Directors: Drew Dilkens (Chair), Jo-Anne Gignac, Leo Muzzatti, Gregory Ioanidis, Garnet Fenn, Andrea Orr.

Management: President & CEO G. Rossi; VP Business Development Kris Taylor; VP Water Operations R. Spagnuolo; VP Hydro Operations J. Brown; VP of Corporate Services and CFO M. Carlini; VP Customer Care and Corporate Operations P. Gleason; Director of Water Operations D. Melnyk; Director People, Safety and Culture M. Bonnici; Director of Information Technology M. Vinhaes; Director of Finance G. Boose; Director Engineering (Hydro) M. Vinhaes; Director of Procurement and Supply Chain R. McIntyre; Director Customer Care J. LaPlante-Lane; Acting Director Corporate Operations K. Kuharski; Manager Water Construction and Design S. Johnston; Manager Water Operations D. Mustac; Controller H. Malcolm-Kiss; Manager Regulatory Affairs J. Charles; Governance and Records Coordinator A. Pelaccia; Project Manager Business Development N. Anderson

Guests: Lorie Gregg, City of Windsor

Regrets: None.

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the meeting to order at 8:57 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 In Camera Board Meeting Minutes for September 27, 2023 BE APPROVED.

-CARRIED

COMMUNICATION AGENDA

A Board Member provided an overview of report 4.1, Report of the Chair of the EWU Governance Committee (*Verbal Report*). Topics of discussion included inflationary increases and risk mitigation.

A Board Member provided an overview of report 4.3, Report of the Chair of the EWU Audit & Finance Committee (*Verbal Report*). Highlights included a review of the budget and the internal and external audit report findings. The Committee recommended that the HR & Governance Committee review the Z-factor expense against the 2023 corporate metrics in February 2024 and provide a recommendation to the Board.

During the review of report 4.4, Draft EWU Audit & Finance Committee Meeting Minutes of November 8, 2023, a Board Member requested changes to the minutes reflect the cyber security discussion.

The President & CEO provided an overview of item 4.5, ENWIN President and CEO Report*. ENWIN will participate in the City of Windsor Santa Claus Parade on December 2nd, 2023. An invitation will be sent to the Board. The President and CEO presented a video on ENWIN employee volunteerism to the Board.

During the review of item 4.19, One Call and Locate Industry Update, the VP Hydro Operations informed the Board that a proposal had been presented to prolong the window for locates, which would allow better organization of the Company's locating efforts.

During the review of item 4.22, Records Management System Modernization Project Update, the Director of Information Technology noted that one of the driving factors of a fulsome Records Management System is to protect the Company from cybersecurity threats.

Moved and seconded

THAT the following Communication Agenda items BE RECEIVED as recommended:

- 4.1 Report of the Chair of the EWU Governance Committee (*Verbal Report*)
- 4.2 Draft EWU Governance Committee Meeting Minutes of October 24, 2023
- 4.3 Report of the Chair of the EWU Audit & Finance Committee (*Verbal Report*)

- 4.4 Draft EWU Audit & Finance Committee Meeting Minutes of November 8, 2023
- 4.5 ENWIN President and CEO Report
- 4.6 Regulatory Affairs Update
- 4.7 ENWIN Group Financial and Corporate Compliance for Quarter Ending Q3, 2023
- 4.8 EWU Q3 2023 Financial Review
- 4.9 WUC Q3 2023 Financial Review
- 4.10 EWU Internal Audit – Update
- 4.11 EWU Audit Planning Report – 2023
- 4.12 Hydro Operations
- 4.13 Independent Electricity System Operator (IESO) Compliance Audit of Wholesale Metering Points
- 4.14 Water Operations
- 4.15 Emerging Contaminates Monitoring Program – Update
- 4.16 2023 Annual MECP Inspection Report
- 4.17 Contract Approval Summary – Water
- 4.18 Old Treatment Plant (OTP) Demolition Plan Progress Update
- 4.19 One Call and Locate Industry Update
- 4.20 Customer Care & Corporate Operations*
- 4.21 2020-2024 Strategic Plan Wrap-Up
- 4.22 Records Management System Modernization Project Update
- 4.23 EWU Board of Directors Annual Work Plan
- 4.24 ENWIN Corporate Entities and WUC 2024 Meeting Schedule

-CARRIED

ENWIN EXECUTIVE REPORTS

5.1 AUGUST 2023 WINDSTORM – OEB Z-FACTOR APPLICATION

The VP of Corporate Services and CFO provided an overview of item 5.1, August 2023 Windstorm – OEB Z-Factor Application. While the Board agreed as a whole, A Board Member requested that the Governance Committee review the report regarding personnel costs.

Moved and seconded

THAT the OEB Z-Factor Application report BE RECEIVED for information as recommended by the Audit and Finance Committee;

AND THAT Management's recommendation that EWU absorb the windstorm costs and not submit a request to the Ontario Energy Board for a Z-Factor claim BE RECEIVED and APPROVED as recommended by the Audit and Finance Committee.

-CARRIED

IN CAMERA SESSION

All guests, excluding the Executive Team, the Governance and Records Coordinator and the Project Manager, Business Development were excused from the meeting.

Moved and seconded
That the Board move to an In Camera session.

-CARRIED

The In Camera session commenced at 9:32 a.m.

The In Camera session concluded at 10:53 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 10:53 a.m.

Recording Secretary

Board Chair